Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Washington,	D.C. 20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL							
OMB Number: 3235-028							
Estimated average burden							
hours per response.							

1. Name and Address of Reporting Person*  CARTER MILLER JOYCELYN					PR	2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP INC PFG ]									k all app Direc	tionship of Reporting all applicable) Director		10% O	wner
(Last) 711 HIG	(Fi H STREET	,	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 03/28/2024									belov	icer (give title ow)		Other (specify below)	
(Street) DES MO	DINES IA	. 5	0392		4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indi Line) X	Form	or Joint/Group Filing (Check Applicable in filed by One Reporting Person in filed by More than One Reporting on			
(City)	(St		Zip)	n-Deriva	Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.														
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)				ay/Year)   Exe		A. Deemed xecution Date, any Month/Day/Year)		Transaction Disposed Code (Instr. 5)		ies Acquired (A Of (D) (Instr. 3		A) or 5. A Sec Ben Owr		Amount of curities neficially wned Following		wnership n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership		
Common Steel				02/29/	2024				Code	v	Amount	(A) c (D)	Pn	rice (Instr.		action(s) 3 and 4)		D	(Instr. 4)
Common	Common Stock 03/28/2024 A 613 A \$0(1) 77,491 D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
1. Title of Derivative Security (Instr. 3)	rivative Conversion Date Execution Date, curity or Exercise (Month/Day/Year) if any				4. Transaction Code (Instr. 8)		of Deriv Secu Acqu (A) o Dispo	r osed ) r. 3, 4	6. Date Exerci Expiration Da (Month/Day/Yo		te	7. Title and Amount of Securities Underlying Derivative Security (Insti 3 and 4)		De Sec (Ins	Price of rivative curity str. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa	ıble	Expiration Date		Amoun or Numbe of Shares						

## **Explanation of Responses:**

1. Grant of restricted stock units.

Chris Agbe-Davies as 04/01/2024 Attorney-in-Fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.