

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Friedrich Amy Christine</u> _____ (Last) (First) (Middle) 711 HIGH STREET _____ (Street) DES MOINES IA 50392 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PRINCIPAL FINANCIAL GROUP INC [PFG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President - Benefits & Protect
	3. Date of Earliest Transaction (Month/Day/Year) 09/16/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/16/2024		A		11,165	A	\$37.38	90,671 ⁽¹⁾	D	
Common Stock	09/16/2024		A		11,010	A	\$62.78	101,681 ⁽¹⁾	D	
Common Stock	09/16/2024		D		22,175 ⁽²⁾	D	\$82.04 ⁽³⁾	79,506 ⁽¹⁾	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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$37.38	09/16/2024		M		3,255		02/22/2017	02/22/2026	Common Stock	3,255	\$37.38	0	D	
Employee Stock Option (Right to Buy)	\$37.38	09/16/2024		M		3,955		02/22/2018	02/22/2026	Common Stock	3,955	\$37.38	0	D	
Employee Stock Option (Right to Buy)	\$37.38	09/16/2024		M		3,955		02/22/2019	02/22/2026	Common Stock	3,955	\$37.38	0	D	
Employee Stock Options (Right to Buy)	\$62.78	09/16/2024		M		3,203		02/27/2018	02/27/2027	Common Stock	3,203	\$62.78	0	D	
Employee Stock Options (Right to Buy)	\$62.78	09/16/2024		M		3,903		02/27/2019	02/27/2027	Common Stock	3,903	\$62.78	0	D	
Employee Stock Options (Right to Buy)	\$62.78	09/16/2024		M		3,904		02/27/2020	02/27/2027	Common Stock	3,904	\$62.78	0	D	

Explanation of Responses:

- Includes 8834 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 5/14/2024.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.00 to \$82.32, inclusive. The reporting person undertakes to provide

Principal Financial Group, Inc., any security holder of Principal Financial Group, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Chris Agbe-Davies as
Attorney-in-Fact

09/18/2024

** Signature of Reporting Person

Date

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

* 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.