FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPRO              | DVAL      |  |  |  |  |
|------------------------|-----------|--|--|--|--|
| OMB Number:            | 3235-0287 |  |  |  |  |
| Estimated average burd | en        |  |  |  |  |
| hours per response:    | 0.5       |  |  |  |  |

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

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

| 1. Name and Address of Reporting Person*  BERNARD BETSY J                        |   |   |  |  |   |  | 2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP INC PFG   |   |  |   |  |  |   |  |   | olicable)  | 10   | Person(s) to Issuer  10% Owner  Other (specify below)  |  |
|--|---|---|--|--|---|--|---|---|--|---|--|--|---|--|---|--|--|--|--|
| (Last) (First) (Middle) 711 HIGH STREET  |   |   |  |  |   |  | 3. Date of Earliest Transaction (Month/Day/Year) 03/29/2019   |   |  |   |  |  |   |  |   |  |  |  |  |
| (Street) DES MOINES IA 50392  (City) (State) (Zip)                               |   |   |  |  | 4. If   | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |   |  |   |  |  |   |  | ne)<br>X Forr<br>Forr   | ridual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person  |  |  |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |   |  |  |   |  |   |   |  |   |  |  |   |  |   |  |  |  |  |
| Date   |   |   |  |  |   | Execution Day/Year) if any   |   |   | Code (   | Transaction Disposed Code (Instr. 5)  |  |  |   |  | Secur<br>Benef<br>Owne  | ities<br>icially<br>d Following  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)  |  | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |
|  |   |   |  |  |   |  |   |   | Code   | v   | Amount   | (A<br>(C   | () or<br>()   | Price  | Trans   | action(s)  |  |  | (111501.4)   |
| Common Stock 03/29/  |   |   |  |  |   |  |   | /2019   |  |   | 500  |  | A   | \$ <mark>0</mark> (  | 1) 4  | 8,606  | D  |  |  |
|  |   | Ta  |  |  |   |  |   |   |  |   |  |  |   |  | Owned   |  |  |  |  |
| or Exercise (Month/Day/Year) if any  |   | Date,   | 4.<br>Transaction<br>Code (Instr.<br>8)  |  | Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   |  | Expiration Date (Month/Day/Year)  Date Expiration   |   |  | Amoun<br>or<br>Numbe<br>of  |  | tr. 3  | Derivative<br>Security  | derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported   | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4)   | hip<br>O)<br>ect   | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)   |  |  |
|  | H STREE  DINES  Security (Ir  Stock  2.  Conversic or Exercis Price of Derivative | (First) H STREET  DINES IA  (State)  Security (Instr. 3)  Stock  2. Conversion or Exercise Price of University (Instr. 3) | (First) (first | (First) (Middle) H STREET  DINES IA 50392  (State) (Zip)  Table I - Non Security (Instr. 3)  Stock  Table II - D (6  Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Month/Da | (First) (Middle)  H STREET  DINES IA 50392  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3)  2. Trans Date (Month/)  Stock  Table II - Derivat (e.g., pt  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. Table II - Derivat (if any (Month/Day/Year) | (First) (Middle)  H STREET  OINES IA  50392  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Ye  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. Table II - Derivative S (e.g., puts, cut) (Execution Date if any (Month/Day/Year) (Month/Day/Year)  3. Transaction Date if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | (First) (Middle)  H STREET  2. Transaction Date (Month/Day/Year)  Stock  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls  2. Transaction Date (month/Day/Year)  (Month/Day/Year)  3. Transaction Date (if any (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (e.g., puts, calls  A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year) | (First) (Middle)  H STREET  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year)  2. Transaction Date (month/Day/Year)  3. Transaction Date (e.g., puts, calls, warr (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  3. 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Deemed Execution Date, if any (Month/Day/Year)  Stock  Table II - Derivative Securities Acquester (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (First) (Middle)  H STREET  3. Date of Earliest Transaction (Middle)  4. If Amendment, Date of Original  Table I - Non-Derivative Securities Acquired,  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) if any (Month/Day/Year) if any (Month/Day/Year)  Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options  2. Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options)  2. Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options)  2. Table II - Derivative Securities Acquired, Diate (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities Acquired, Diate (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Date | (First) (Middle)  H STREET  2. Transaction Date (Month/Day/Year)  Security (Instr. 3)  Table I - Non-Derivative Securities Acquired, Disponent (Month/Day/Year)  Table II - Derivative Securities Acquired, Disponent (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disponent (Month/Day/Year)  Table II - Derivative Securities Acquired, Disponent (Month/Day/Year)  A  Table II - Derivative Securities Acquired, Disponent (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disponent (Month/Day/Year)  A  Table II - Derivative Securities Acquired, Disponent (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disponent (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disponent (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disponent (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disponent (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disponent (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disponent (Month/Day/Year)  Stock  Derivative Securities Acquired, Disponent (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disponent (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disponent (Month/Day/Year)  Stock  Deri | (First) (Middle)  H STREET  3. Date of Earliest Transaction (Month/Day/Year) 03/29/2019  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertib  2. Conversion or Exercise Price of Derivative Security  (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, options, convertib)  Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, convertib)  2. Conversion of Execution Date (fany)  (Month/Day/Year)  3. Transaction Code (Instr. 8)  5. Number of Derivative Securities Acquired (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  (Month/Day/Year)  Date Expiration | (First) (Middle)  H STREET  3. Date of Earliest Transaction (Month/Day/Year) 03/29/2019  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or I Execution Date (Month/Day/Year) (Month/Day/Year)  Stock  03/29/2019  A Sourities Acquired (Instr. 3)  2. Transaction (Month/Day/Year) (Month/Day/Year)  Stock  03/29/2019  A 500  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible Security  2. Conversion or Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (month/Day/Year) (Month/Day/Year)  3. Transaction Code (Instr. 8)  3. Transaction Date (Instr. 8)  4. Securities Acquired, Disposed of, or Be (E.g., puts, calls, warrants, options, convertible Securities Acquired (A) or Disposed of (D) (Instr. 8)  2. Conversion or Exercise Price of Date (Month/Day/Year) | (First) (Middle)  H STREET  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Bene Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (A) or (D)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8)  Code V Amount (A) or (D)  Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities (e.g., puts, calls, warrants, options, convertible securities (month/Day/Year)  2. Transaction Conversion Date Execution Date (Instr. 9)  (Code V Amount (A) or (D)  (Conversion Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Anount of Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Anount of Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year) | Security (Instr. 3)   Solution   Conversion or Exercise of Conversion Price of Derivative Security (Instr. 3)   Solution   Conversion Price of Derivative Security (Instr. 3)   Solution   Solution | (First) (Middle) H STREET  3. Date of Earliest Transaction (Month/Day/Year) 03/29/2019  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (instr. dinstr. 3)  4. Security (Month/Day/Year)  5. Amount (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code (Instr. dinstr. 3)  4. Security (Instr. 3)  4. Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Instr. dinstr. 3)  6. Individual or Disposed of (D) (Instr. 3, 4 and 5)  Code (Instr. dinstr. 3)  7. Title and Anount of Securities Security (Instr. 3)  8. Price of Derivative Security (Instr. 3)  Amount of Number of Original Filed (Month/Day/Year)  Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration Date (Month/Day/Year)  Amount of Securities Acquired (A) or Derivative Security (Instr. 3)  Amount of Original Filed (Month/Day/Year)  Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (First) (Middle)  H STREET  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction | (First) (Middle)  H STREET    3. Date of Earliest Transaction (Month/Day/Year)   03/29/2019     2. If Amendment, Date of Original Filed (Month/Day/Year)     2. Transaction Date (Month/Day/Year)     2. Transaction Date (Month/Day/Year) | Conversion of Cecurity (Instr. 3)   Conversion of Cecurity (Instr. 4)   Conversion (Instr. 4)   Conversion of Cecurity (Instr. 4)   Conversion (Inst |

## Explanation of Responses:

Grant of restricted stock units.

## Remarks:

<u>Patrick A. Kirchner, by Power of Attorney</u>

04/02/2019

\*\* 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.