SEC Form 4

(Last)

711 HIGH STREET

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

3. Date of Earliest Transaction (Month/Day/Year)

4. If Amendment, Date of Original Filed (Month/Day/Year)

OMB APPROVAL

10% Owner Other (specify

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	STATEMEN		OMB Number: 3235 Estimated average burden		
		Filed	pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940	4	hours per resp	onse:
1. Name and Address of Reporting Person [*] McCullum Kenneth A.			2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP INC FFG	5. Relationship of (Check all applica Director	10% Owner	
				Officer (below)	give title	Other (speci below)

06/28/2024

<u></u>		
(Street) DES MOINES	IA	50392
(City)	(State)	(Zip)

(First)

(Middle)

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.

Line) 1

Person

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. Transa Code (8)		4. Securities Disposed Of 5)			Securities Beneficially	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	06/28/2024		Α		155	Α	\$0 ⁽¹⁾	34,598 ⁽²⁾	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. Transa Code (8)		of Deriv Secu Acqu (A) of Dispo of (D)	r osed) r. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ite	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	Amount or Number of Shares				

Explanation of Responses:

1. Grant of restricted stock units.

2. Includes 28 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

Chris Agbe-Davies as Attorney-in-Fact

07/01/2024

** Signature of Reporting Person Date

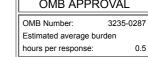
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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.



EVP - Chief Risk Officer

6. Individual or Joint/Group Filing (Check Applicable

Form filed by One Reporting Person Form filed by More than One Reporting