

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Walker Roberto</u>			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 _____ Officer (give title below) _____ Other (specify below) _____ <u>EVP, Principal Latin American</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/28/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____		
711 HIGH STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>DES MOINES IA 50392</u>								
(City) (State) (Zip)			Rule 10b5-1(c) Transaction Indication					
			<input checked="" type="checkbox"/> 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.					

**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	03/28/2023		A		9,009	A	\$51.33	48,699 <sup>(3)</sup>	D	
Common Stock	03/28/2023		A		17,882	A	\$37.38	66,581 <sup>(3)</sup>	D	
Common Stock	03/28/2023		D		26,891 <sup>(1)</sup>	D	\$72.18 <sup>(2)</sup>	39,690 <sup>(3)</sup>	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						Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$51.33	03/28/2023		M		3,796		02/23/2017	02/23/2025	Common Stock	3,796	\$51.33	0	D	
Employee Stock Option (Right to Buy)	\$51.33	03/28/2023		M		5,212		02/23/2018	02/23/2025	Common Stock	5,212	\$51.33	0	D	
Employee Stock Option (Right to Buy)	\$37.38	03/28/2023		M		10,813		02/22/2017	02/22/2026	Common Stock	10,813	\$37.38	0	D	
Employee Stock Option (Right to Buy)	\$37.38	03/28/2023		M		7,069		02/22/2018	02/22/2026	Common Stock	7,069	\$37.38	3,744	D	

**Explanation of Responses:**

- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 2/24/2023.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.71 to \$72.47, 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.
- Includes 5,106 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

Clint Woods 03/30/2023  
\*\* 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.