FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
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hours per response	ours 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

(Last) (First) (Middle)  711 HIGH STREET  3. Date of Earliest Transaction (Month/Day/Year) 09/25/2020  4. If Amendment, Date of Original Filed (Month/Day/Year) DES MOINES IA  50392  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year)  X Form filed by More than One Report Person  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 4) (Inst	Name and Address of Reporting Person*     Nordin Diane C						2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP INC PFG ]									eck all app	tor	ng Per	10% O	wner
City   City   (State)   City																		Other (specify below)		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Instr. 3, 4 and 5)  2. Transaction(S) (Instr. 3 and 4)  3. Transaction(S) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned Following Reported (I) (Instr. 4)  6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  7. Title of Derivative Securities (Month/Day/Year)  8. Price of Derivative Securities (Month/Day/Year)  8. Price of Derivative Securities Date (Month/Day/Year)  8. Price of Derivative Securities Derivative Securities (Month/Day/Year)  8. Price of Derivative Securities Derivative Securities Derivative Securities Derivative Securities Derivative Security (Instr. 3)  8. Price of Derivative Securities Derivative Securities Derivative Securities Derivative Security (Instr. 4)  8. Price of Derivative Securities Derivative Securities Derivative Security (Instr. 3)  8. Price of Derivative Securities Derivative Securities Derivative Securities Derivative Security (Instr. 4)  8. Price of Derivative Securities Derivative Securities Derivative Securities Derivative Security (Instr. 4)  8. Price of Derivative Securities Derivative Security (Instr. 4)  9. Number of Security (Instr. 4)  9. Owned Following Price (I) (Instr. 4)  9. Owned Following	DES MO					4. If <i>F</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)								Lin	e) X Form Form	Form filed by One Reporting Person Form filed by More than One Reporting			
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned Following Reported Transaction(S) (Instr. 4)  7. Title and Amount of Securities Date (Month/Day/Year)  8. Price of Derivative Securities Date (Month/Day/Year)  8. Price of Derivative Securities Date (Month/Day/Year)  9. Number of derivative Securities Derivative Securities Underlying Derivative Security (Instr. 4)  8. Price of Derivative Securities Derivative Securities Derivative Security (Instr. 4)  9. Number of derivative Securities Derivative Security (Instr. 4)  9. Number of Derivative Security (Instr. 4)  9. Number of Ownership Form: Direct (D) or Indirect (D) or Indirec	(City)	(3)	, ,												<u>.</u> .					
Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Disposed Of (D) (Instr. 3, 4 and 5)   Owned Following Reported Transaction(S) (Instr. 3 and 4)   Disposed Of (D) (Instr. 3, 4 and 5)   Disposed Of (D) (Instr. 3, 4 and 5)   Disposed Of (D) (Instr. 3, 4 and 5)   Owned Following Reported Transaction(S) (Instr. 4)   Disposed Of (D) (Instr. 3, 4 and 5)   Disposed Of (D) (Instr. 4)   Disposed O			Table	I - Nor	n-Deriva	tive S	Secu	rities	Acq	uired,	Disp	oosed of	, or I	Bene	eticia	illy Own	ed ———			
Common Stock  O9/25/2020  A 176 A \$0(1) 12,348 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) or Exercise Price of Derivative Security  (Instr. 3)	Date					Execution Date y/Year) if any			Transaction Disposed Of (D) (Instr Code (Instr. 5)			juired (Instr.	(A) or 3, 4 ar	Securit Benefic Owned	ties cially Following	Form (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
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)  1. Title of Derivative Security (Instr. 3)  1. Transaction Or Exercise Price of Derivative Security  1. Transaction Oute (Month/Day/Year)  2. Conversion Or Exercise (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Operivative Securities (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Securities Security (Instr. 5)  9. Number of Derivative Security (Instr. 5)  Ownership Owned (A) or Disposed of (D)  Owned (A) or Disposed of (D)  Ownership Or Indirect (D)  Owned (I) (Instr. 4)  Form: Disposed of (D)  Owned (I) (Instr. 4)											v	Amount	(A)	) or )	Price	Transa	saction(s)			(111511.4)
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  (Instr. 4)  (Instr	Common Stock 09/2				09/25/	/2020				A		176		A	\$0 <sup>(1</sup>	) 12	12,348		D	
Derivative Security (Instr. 3) Price of Derivative Security  (Instr. 3) Price of Derivative Security  (Instr. 3) Price of Derivative Security  (Instr. 3) Price of Derivative Security  (Instr. 4) Price of Derivative Security  (Instr. 4) Price of Derivative Security  (Instr. 4) Price of Derivative Security  (Instr. 5) Price of Derivative Security  (Instr. 4) Price of Derivative Security  (Instr. 5) Price of Derivative Security  (Instr. 5) Price of Derivative Security  (Instr. 4) Price of Derivative Security  (Instr. 5) Price of Derivative Security  (Instr. 4) Price of Derivative Security  (Instr. 4) Price of Derivative Security  (Instr. 5) Price of Derivative Security  (Instr. 4) Price of Derivative Security  (Instr. 5) Price of Derivative Security  (Instr. 5) Price of Derivative Security  (Instr. 4) Price																				
and 5)  Amount or Number	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution if any	on Date,	Transa Code (	ansaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		rative rities ired r osed )	Expiration Date			Amount of Securities Underlying Derivative Security (Ins 3 and 4)		ount	Derivative Security	derivative Securities Beneficiall Owned Following Reported Transactio	у	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)

## **Explanation of Responses:**

1. Grant of restricted stock units.

## Remarks:

Alex P. Montz, by Power of <u>Attorney</u>

09/29/2020

\*\* 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.

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