

# FORM 4

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

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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *  |  | 2. Issuer Name and Ticker or Trading Symbol               |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |  |
| Friedrich Amy Christine                    |  | PRINCIPAL FINANCIAL GROUP INC<br>[ PFG ]                  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President - USIS</b> |  |
| (Last) (First) (Middle)<br>711 HIGH STREET |  | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>1/17/2019 |  |  |  |
| (Street)<br>DES MOINES, IA 50392           |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY)         |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| (City) (State) (Zip)                       |  |   |  | <input type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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                    | 1/17/2019      |                                   | M                         | (1) | 900   | A          | \$11.07 | 26082 (2)   | D  |   |
| Common Stock                    | 1/17/2019      |                                   | S                         | (1) | 900   | D          | \$49.00 | 25182 (2)   | D  |   |
| Common Stock                    |                |                                   |                           |     |   |            |         | 2114  | I  | By 401(k) Plan  |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 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 of Derivative Security: 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 |  |  |  |  |
| Employee Stock Option (Right to Buy)     | \$11.07  | 1/17/2019      |                                   | M                         | (1) | 900  |     | 2/24/2012                               | 2/24/2019       | Common Stock  | 900                        | \$0  | 0  | D  |  |

**Explanation of Responses:**

- (1) Pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 31, 2018.
- (2) Includes 5,063 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

**Reporting Owners**

| Reporting Owner Name / Address                                     | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| Friedrich Amy Christine<br>711 HIGH STREET<br>DES MOINES, IA 50392 |               |           | President - USIS |       |

**Signatures**

Patrick A. Kirchner, by Power of Attorney

1/18/2019

\*\*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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