An Annual 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 -
   STRABLE-SOETHOUT DEANNA D
   711 HIGH STREET
   DES MOINES, IA 50392

2. Issuer Name** and Ticker or Trading Symbol
   PRINCIPAL FINANCIAL GROUP INC [PFG]

3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY)
   12/31/2022

4. If Amendment, Date Original Filed (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   X Officer (give title below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   X 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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>9/18/2019</td>
<td>W4</td>
<td>124 A</td>
<td>$0</td>
<td>73102</td>
<td>D</td>
<td></td>
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<tr>
<td>Common Stock</td>
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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</thead>
<tbody>
<tr>
<td>Common Stock</td>
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Explanation of Responses:
(1) Includes 341 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>STRABLE-SOETHOUT DEANNA D</td>
<td>EVP &amp; Chief Financial Officer</td>
</tr>
</tbody>
</table>

Signatures

<table>
<thead>
<tr>
<th>Clint Woods</th>
<th>2/16/2023</th>
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</table>

Signature of Reporting Person

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).


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 control number.