

# FORM 4

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

OMB APPROVAL  
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subject to Section 16. Form 4 or  
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## 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)		
<b>Houston Daniel Joseph</b>			<b>PRINCIPAL FINANCIAL GROUP INC</b> <b>[ PFG ]</b>			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
<b>711 HIGH STREET</b>			<b>12/8/2022</b>			<b>Chairman, President &amp; CEO</b>		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>DES MOINES, IA 50392</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City)	(State)	(Zip)				<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	12/8/2022		A		346860	A	\$53.09	461521	D	
Common Stock	12/8/2022		D		153945 (1)	D	\$89.15 (2)	307576	D	
Common Stock	12/8/2022		D		191813 (1)	D	\$90.21 (3)	115763	D	
Common Stock	12/8/2022		D		1102 (1)	D	\$90.85 (4)	114661	D	
Common Stock								45823	I	By Trust (5)
Common Stock								125000	I	By Trust (6)
Common Stock								3745	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)	\$53.09	12/8/2022		M		116250		2/25/2020	2/25/2029	Common Stock	116250	\$53.09	0	D	
Employee Stock Option (Right to Buy)	\$53.09	12/8/2022		M		116250		2/25/2021	2/25/2029	Common Stock	116250	\$53.09	0	D	
Employee Stock Option (Right to Buy)	\$53.09	12/8/2022		M		114360		2/25/2022	2/25/2029	Common Stock	114360	\$53.09	1890	D	

### Explanation of Responses:

- Pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 8, 2022.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.72 to \$89.71, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.72 to \$90.57, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.80 to \$90.85,

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.

(5) Joan M. Houston 2021 Trust.

(6) Daniel J. Houston 2019 DGT Exempt Trust.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Houston Daniel Joseph</b> <b>711 HIGH STREET</b> <b>DES MOINES, IA 50392</b>	<b>X</b>		<b>Chairman, President &amp; CEO</b>	

**Signatures**

**Janis Winterhof**

**12/12/2022**

\*\*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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