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

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  
BEAMS MALIZ E  
711 HIGH STREET  
DES MOINES, IA 50392

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

5. Relationship of Reporting Person(s) to Issuer  
☐ Director  
☐ Officer (give title below)  
☐ 10% Owner  
☐ Other (specify below)

3. Date of Earliest Transaction (MM/DD/YYYY)  
9/29/2023

6. Individual or Joint/Group Filing (Check Applicable Line)  
☐ 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</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Securities Acquired (A)</th>
<th>Amount (A)</th>
<th>Price (Instr. 3, 4 and 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Indirect Beneficial Ownership Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>9/29/2023</td>
<td>A</td>
<td>78</td>
<td>A</td>
<td>$0 (1)</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

8,709

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A)</th>
<th>Amount (A)</th>
<th>Exercisable Date</th>
<th>Expiration Date</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Indirect Beneficial Ownership Code</th>
</tr>
</thead>
</table>

Explanation of Responses:
(1) Grant of restricted stock units.

Reporters Owners

Reporting Owner Name / Address  
BEAMS MALIZ E  
711 HIGH STREET  
DES MOINES, IA 50392

Relationships  
Director  
10% Owner  
Officer  
Other

Signatures

Chris Agbe-Davies as Attorney-in-Fact  
10/3/2023

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.