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
Lamarque Natalie

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

3. Date of Earliest Transaction (MM/DD/YYYY)
3/31/2023

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer

☐ Director
☐ 10% Owner
X Officer (give title below)

EVP, General Counsel, and Secr

6. Individual or Joint/Group Filing

☐ 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>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>3/31/2023</td>
<td>A</td>
<td>V</td>
<td>A</td>
<td>83197</td>
<td>D</td>
<td>V</td>
</tr>
</tbody>
</table>

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

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lamarque Natalie</td>
<td>Director 10% Owner Officer EVP, General Counsel, and Secr</td>
</tr>
<tr>
<td>711 HIGH ST. DES MOINES, IA 50392</td>
<td></td>
</tr>
</tbody>
</table>

Signatures

Janis Winterhof 4/4/2023

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).


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 this collection of information should not assume that it is a validation of the information. The information should be submitted in accordance with the terms of any separation agreement.