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 *  
Mills Scott  
711 HIGH STREET  
DES MOINES, IA 50392  

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

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

4. If Amendment, Date Original Filed  

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
_X_ Director  
_____ 10% Owner  
_____ Officer (give title below)  
_____ Other (specify 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</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
<th>Ownership Form</th>
<th>Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>9/29/2023</td>
<td>A</td>
<td>233</td>
<td>$0</td>
<td>D</td>
<td>26,118</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Con. or Exec. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
<th>Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock Units</td>
<td>9/29/2023</td>
<td>A</td>
<td>132</td>
<td>$72.07</td>
<td>14,727</td>
</tr>
</tbody>
</table>

Explanation of Responses:  
(1) Grant of restricted stock units.  
(2) The units convert to common stock on a one-for-one basis.  
(3) The reported phantom stock units were acquired pursuant to the Principal Deferred Compensation Plan for Non-Employee Directors and may be transferred at any time into another investment alternative under the Plan. Interests under the Plan will be settled upon the reporting person's retirement.

Reporting Owners  
Mills Scott  
711 HIGH STREET  
DES MOINES, IA 50392  

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.