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

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   _____ Director
   _____ 10% Owner
   ____ Officer (give title below)
   EVP & Chief Financial Officer

### 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>Deemed Execution Date, if any</th>
<th>Trans. Date</th>
<th>Num. of Securities Acquired or Disposed of (A) or (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>9/29/2023</td>
<td>A</td>
<td></td>
<td></td>
<td>193</td>
<td>A</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>9/29/2023</td>
<td>A</td>
<td></td>
<td></td>
<td>114</td>
<td>A</td>
<td>I By Spouse</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>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Num. of Derivative Securities Acquired or Disposed of (A) or (D)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

Explanation of Responses:

1. Grant of restricted stock units.
2. Includes an accumulative total of 341 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
3. Includes an accumulative total of 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>Director 10% Owner Officer EVP &amp; Chief Financial Officer</td>
</tr>
</tbody>
</table>

**Signatures**

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

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**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 the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.