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 *
   LITTLEFIELD CHRISTOPHER J
   [Last] [First] [Middle]
   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)
   2/27/2023

4. If Amendment, Date Original Filed (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   [ ] Director
   [ ] 10% Owner
   [X] Officer (give title below)
   [ ] Other (specify below)
   President - RIS

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>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/27/2023</td>
<td>A</td>
<td>A</td>
<td>7696</td>
<td>$0</td>
</tr>
<tr>
<td>Common Stock</td>
<td>2/27/2023</td>
<td>A</td>
<td>A</td>
<td>6555</td>
<td>$0</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Price</th>
<th>Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td></td>
<td>Code V</td>
<td>(A) or (D)</td>
<td>Date Exercisable</td>
<td>Expiration Date</td>
<td>Title</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Grant of restricted stock units.
(2) Includes 1,812 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
(4) Held in revocable trust.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>LITTLEFIELD CHRISTOPHER J</td>
<td>Director</td>
</tr>
<tr>
<td>711 HIGH STREET</td>
<td>10% Owner</td>
</tr>
<tr>
<td>DES MOINES, IA 50392</td>
<td>Officer</td>
</tr>
<tr>
<td></td>
<td>Other</td>
</tr>
<tr>
<td></td>
<td>President - RIS</td>
</tr>
</tbody>
</table>

Signatures

Clint Woods 3/1/2023

Signature of Reporting Person

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.