SEC Form 4

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL |  |  |  |
|  |  |  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden |  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1. Name and Address of Reporting Person\* |  |  |  |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol |  |  |  |  |  |  | 5. Relationship of Reporting Person(s) to Issuer |  |  |  |  |
|  | [DAN MICHAEL T](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001246392) |  |  |  |  |  |  |  | [PRINCIPAL FINANCIAL GROUP INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001126328) [ PFG ] |  |  | (Check all applicable) |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | Director |  |  | 10% Owner |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title below) |  | Other (specify below) |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | (Last) | (First) | (Middle) |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | 12/27/2019 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 711 HIGH STREET |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| (Street) |  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line) |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X |  | Form filed by One Reporting Person |  |  |  |
|  | DES MOINES | IA | 50392 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting Person |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | (City) | (State) | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **1. Title of Security (Instr. 3)** |  |  |  |  |  |  | **2. Transaction** | **2A. Deemed** | **3. Transaction** | **4. Securities Acquired (A) or Disposed Of (D) (Instr.** | **5. Amount of Securities** | **6. Ownership Form:** | **7. Nature of** |  |
|  |  |  |  |  |  |  |  | **Date** |  | **Execution Date,** | **Code (Instr. 8)** | **3, 4 and 5)** |  |  |  |  | **Beneficially Owned Following** | **Direct (D) or Indirect (I)** | **Indirect Beneficial** |  |
|  |  |  |  |  |  |  |  | **(Month/Day/Year)** | **if any** |  |  |  |  |  |  |  |  |  |  | **Reported Transaction(s)** | **(Instr. 4)** |  | **Ownership (Instr.** |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | **Code** | **V** | **Amount** |  | **(A) or (D)** | **Price** | **(Instr. 3 and 4)** |  |  |  | **4)** |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Common Stock |  |  |  |  |  | 12/27/2019 |  |  | A |  |  |  | 271 | A | $0(1) |  | 32,292 |  |  | D |  |  |  |
|  |  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **1. Title of Derivative Security (Instr. 2.** | **3. Transaction** | **3A. Deemed** |  | **4. Transaction Code** | **5. Number of Derivative** | **6. Date Exercisable and** | **7. Title and Amount of Securities Underlying** |  | **8. Price of** | **9. Number of** | **10. Ownership** | **11. Nature of** |  |
| **3)** | **Conversion** | **Date** | **Execution Date,** |  | **(Instr. 8)** |  |  |  | **Securities Acquired (A) or** | **Expiration Date** | **Derivative Security (Instr. 3 and 4)** |  | **Derivative** | **derivative** | **Form: Direct** | **Indirect Beneficial** |  |
|  |  | **or Exercise** | **(Month/Day/Year)** | **if any** |  |  |  |  |  | **Disposed of (D) (Instr. 3, 4** | **(Month/Day/Year)** |  |  |  |  |  |  | **Security (Instr.** | **Securities** | **(D) or Indirect** | **Ownership (Instr.** |  |
|  |  | **Price of** |  | **(Month/Day/Year)** |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  | **5)** | **Beneficially** | **(I) (Instr. 4)** | **4)** |  |  |
|  |  | **Derivative** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Owned** |  |  |  |  |  |
|  |  | **Security** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Following** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** |  | **Expiration** |  |  | **Amount or** |  |  | **Transaction(s)** |  |  |  |  |
|  |  |  |  |  |  | **Code** |  |  | **V** | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** |  | **Number of Shares** | **(Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Phantom Stock Units | (2) | 12/27/2019 |  |  | A |  |  |  | 96.8 |  | (3) |  | (3) |  | Common Stock | 96.8 |  | $54.76 | 10,250.8 | D |  |  |  |

**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.

**Remarks:**

|  |  |
| --- | --- |
| Alex P. Montz, by Power of Attorney | 12/31/2019 |
| \*\* 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).

* Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). 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 Number.**

SUBSTITUTE POWER OF ATTORNEY

Under the terms of various powers of attorney (the "Powers of Attorney"), the undersigned Patrick A. Kirchner was appointed attorney-in-fact for each executive offi

Date: December 20, 2019

By: /s/ Patrick A. Kirchner

Name: Patrick A. Kirchner

Title: Attorney-in-Fact

I ACCEPT THIS APPOINTMENT AND SUBSTITUTION:

/s/ Alex P. Montz

Alex P. Montz

Exhibit 24