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).



|  |  |  |  |  |  |
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| **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 | | | | | |  |  |  |  |
|  | [HOCHSCHILD ROGER C](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001183833) | | |  |  |  |  |  |  | [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 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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| (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) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  | **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 |  |  |  | 150 | A | $0(1) | |  | 15,066 | |  |  | 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 |  |  |  | 108.9 | |  | (3) |  | (3) | |  | Common Stock | 108.9 | |  | $54.76 | | 12,233 | | 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 will be settled on 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