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\*

[Tallett Elizabeth E](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001192460)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | 711 HIGH STREET |  |
|  |  |  |  |
| (Street) |  |  |
|  | DES MOINES | IA | 50392 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

|  |  |  |  |
| --- | --- | --- | --- |
|  | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |  |
|  | [PRINCIPAL FINANCIAL GROUP INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001126328) [ | (Check all applicable) |  |  |
|  |  |  |  |  |
|  |  | X | Director | 10% Owner |  |
|  | [PFG ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001126328) |  |  |
|  |  |  |  |  |
|  |  |  |  | Officer (give title | Other (specify |  |
|  | 3. Date of Earliest Transaction (Month/Day/Year) |  | below) | below) |  |
|  |  |  |  |  |
| 06/25/2021 |  |  |  |  |  |
|  |  |  |  |  |
|  | 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

Form filed by More than One Reporting

Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **1. Title of Security (Instr. 3)** | **2. Transaction** | **2A. Deemed** | **3.** | **4. Securities Acquired (A) or** | **5. Amount of** | **6. Ownership** | **7. Nature** |  |
|  | **Date** | **Execution Date,** | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and** | **Securities** | **Form: Direct** | **of Indirect** |  |
|  | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **5)** |  |  | **Beneficially** | **(D) or Indirect** | **Beneficial** |  |
|  |  | **(Month/Day/Year)** | **8)** |  |  |  | **Owned Following** | **(I) (Instr. 4)** | **Ownership** |  |
|  |  |  |  |  |  |  | **Reported** |  | **(Instr. 4)** |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | **Transaction(s)** |  |  |  |
|  |  |  | **(D)** | **(Instr. 3 and 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

**(e.g., puts, calls, warrants, options, convertible securities)**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number** | **6. Date Exercisable and** | **7. Title and** |  | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |  |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** | **Expiration Date** | **Amount of** |  | **Derivative** | **derivative** | **Ownership** | **of Indirect** |  |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | **(Month/Day/Year)** | **Securities** |  | **Security** | **Securities** | **Form:** | **Beneficial** |  |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** |  |  | **Underlying** |  | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  | **Derivative** |  |  |  | **Acquired** |  |  | **Derivative Security** |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  | **Security** |  |  |  | **(A) or** |  |  | **(Instr. 3 and 4)** |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  | **Disposed** |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  | **of (D)** |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Number** |  |  |  |  |  |
|  |  |  |  |  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |
|  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Phantom | (1) |  |  |  |  | (2) | (2) | Common | 74 |  |  |  |  |  |
| Stock | 06/25/2021 |  | A | 74 | $64.36 | 8,128 | D |  |  |
|  | Stock |  |  |
| Units |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. The units convert to common stock on a one-for-one basis.
2. 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 | 06/29/2021 |  |
| Attorney |  |  |  |
|  |  |  |
| \*\* 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.**