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\*

[STRABLE-SOETHOUT DEANNA D](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001278726)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (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) |  |  |
|  | PFG ] |  |  | Director | 10% Owner |  |
|  | X | Officer (give title | Other (specify |  |
|  |  |  |  |
|  |  |  | below) | below) |  |
|  | 3. Date of Earliest Transaction (Month/Day/Year) |  |  |
|  |  | EVP & Chief Financial Officer |  |
| 09/30/2022 |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  | 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)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Stock |  | 09/30/2022 |  |  |  | A | 87 | A | $0(1) | 72,903(2) | D |  |  |  |  |
|  | Common Stock |  | 09/30/2022 |  |  |  | A | 121 | A | $0(1) | 56,208(3) | I | By |  |
|  |  |  |  |  | Spouse |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | **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** |  |  |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  |  | **Security** |  |  |  |  | **(A) or** |  |  |  | **Security (Instr.** |  | **Following** | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  | **Disposed** |  |  |  | **3 and 4)** |  |  |  | **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** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



**Explanation of Responses:**

1. Grant of restricted stock units.
2. Includes 341 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
3. Includes 341 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

|  |  |  |  |
| --- | --- | --- | --- |
| Clint Woods |  |  | 10/04/2022 |
| \*\* 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.**