#### Edgar Filing: PRINCIPAL FINANCIAL GROUP INC - Form 4

#### PRINCIPAL FINANCIAL GROUP INC

Form 4

September 30, 2014

### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

burden hours per response...

See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * HELTON SANDRA L			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			PRINCIPAL FINANCIAL GROUP INC [PFG]				(Check all applicable)			
(Last)	(First) (M			Earliest Transaction			_X_ Director Officer (give		6 Owner er (specify	
711 HIGH STREET			(Month/Day/Year) 09/26/2014				below)	below)	er (specify	
			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)				Applicable Line)			
DES MOINI					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) (Z	Zip) T	able I - Non-E	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` `		Execution Date	1 1			Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed			Beneficially	(D) or	Beneficial	
		(Month/Day/Ye	ar) (Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
							Following Reported	(Instr. 4)	(Instr. 4)	
					(A)		Transaction(s)			
					or	ъ.	(Instr. 3 and 4)			
C			Code V	Amount	(D)	Price	,			
Common	09/26/2014		A	194	A	\$ 0 (1)	39,942	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(1)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer Other				
HELTON SANDRA L							
711 HIGH STREET	X						
DES MOINES, IA 50392							

## **Signatures**

Patrick A. Kirchner, by Power of Attorney 09/30/2014

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* 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).
- (1) Grant of restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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