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PRINCIPAL FINANCIAL GROUP INC

Form 4

September 30, 2014

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Weekington, D.C. 20540
Check this box	Washington, D.C. 20549

OMB APPROVAL

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obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *Lillis Terrance J.			2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP INC [PFG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 711 HIGH S	(First)	(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 09/26/2014					Director 10% Owner Officer (give title Other (specify below) Executive Vice President & CFO			
				ndment, Da th/Day/Year)	U			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	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	Execution any	emed ion Date, if n/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	09/26/2014			A	128	A	\$ 0 (1)	63,983 (2)	D		
Common Stock								40	I	By 401(k) Plan	

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

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SEC 1474

(9-02)

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

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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) rivative curities quired) or sposed (D) str. 3,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(3)	09/26/2014		A	1	<u>(4)</u>	<u>(4)</u>	Common Stock	1	\$ 53.4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lillis Terrance J. 711 HIGH STREET DES MOINES, IA 50392

Executive Vice President & CFO

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.
- (2) Includes 9,912 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- (3) Security converts to common stock on a one-for-one basis.
- Acquired pursuant to the Principal Financial Group, Inc. Select Savings Excess Plan and may be transferred at any time into another (4) investment alternative under that plan. Interests under the plan will be settled upon the reporting person's retirement or other termination of service.

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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