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PRINCIPAL FINANCIAL GROUP INC

Form 4 June 01, 2015

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

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... 0.5

See Instruction

1(b).

(Print or Type Responses)

05/29/2015

Stock

Stock

Common

Elming Gregory Bernard S			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)		(Mon	e of Earliest T h/Day/Year) 1/2015	Fransaction			Director 10% Owner Sylvary Officer (give title Other (specify below) SVP & Chief Risk Officer			
			mendment, Day/Yea	endment, Date Original onth/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		
(City) (State) (Zip) Table I - Non-Derivative Securities Acqu					uired, Disposed o	of, or Beneficial	ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, any (Month/Day/Ye	Code r) (Instr. 8)	(A) or		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	05/29/2015		Code V M(1)	9,165	(D)	Price \$ 49.25	36,471 <u>(2)</u>	D		
Common	05/29/2015		S (1)	9 165	D	\$ 51.63	27 306 (2)	D		

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

 $S^{(1)}$

9.165 D

51.63

(3)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

 $27,306^{(2)}$

216

D

Ι

By Spouse

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displays a currently valid OMB control number.

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		re Expiration Da (Month/Day/Y	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 49.25	05/29/2015		M <u>(1)</u>	9,16	5 02/27/2009	02/27/2016	Common Stock	9,165	

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Elming Gregory Bernard 711 HIGH STREET DES MOINES, IA 50392

SVP & Chief Risk Officer

Signatures

Patrick A. Kirchner, by Power of Attorney 06/01/2015

**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) Pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 29, 2015.
- (2) Includes 1,541 shares held in Principal Financial Group, Inc. Employee Stock Purchase Plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.21

- \$52.05, inclusive. The reporting person undertakes to provide to Principal Financial Group, Inc., any security holder of Principal Financial Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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