PRINCIPAL FINANCIAL GROUP INC
Form 4
July 31, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHAFF KAREN E

(Last) (First) (Middle)

711 HIGH STREET

(Street)

DES MOINES, IA 50392

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PRINCIPAL FINANCIAL GROUP INC [PFG]

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP, Gen'l Counsel, Secretary

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 Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/30/2015		M(1)		39,165	A	$ 49.25	123,131 (2)	D	
Common Stock	07/30/2015		S(1)		39,165	D	$ 55.25	83,966	D	
Common Stock	07/30/2015		G(3)	V	1,094	D	$ 0	82,872	D	
Common Stock								2,801	I	By Spouse
Common Stock								500	I	By Immediate Family

Member's IRA

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

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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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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	07/30/2015		M[(1)]			39,165	02/27/2009	02/27/2016	Common Stock	39,165

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAFF KAREN E 711 HIGH STREET DES MOINES, IA 50392		X	EVP, Gen'l Counsel, Secretary	

Signatures

Patrick A. Kirchner, by Power of Attorney	07/31/2015
**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 March 3, 2015.

(2) Includes 6,488 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

(3) Pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 10, 2015.

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