Edgar Filing: PRINCIPAL FINANCIAL GROUP INC - Form 4

PRINCIPAL FINANCIAL GROUP INC Form 4 September 29, 2015

September 29	9, 2015									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL			
Check this if no long subject to Section 10 Form 4 or Form 5	Washington, D.C. 20549 box T STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934.								3235-0287 January 31, 2005 average burs per 0.5	
obligation may conti <i>See</i> Instru 1(b).	nue. Section 17(2		Utility Hold	•			of 1935 or Secti 940	on		
(Print or Type R	lesponses)									
SHAFF KAREN E S			2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP				5. Relationship of Reporting Person(s) to Issuer			
		INC [PFG]					(Check all applicable)			
(Month			Date of Earliest Transaction onth/Day/Year) 25/2015				DirectorX_ 10% Owner X_ Officer (give title Other (specify below) below) EVP, Gen'l Counsel, Secretary			
	(Street)		Amendment, Dat Month/Day/Year)	-			6. Individual or Applicable Line) _X_ Form filed by Form filed by		Person	
	ES, IA 50392	 ,					Person			
(City)	(State) ((Zip) T	able I - Non-D	erivative	Securi	ities Ac	equired, Disposed	of, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	Code	Disposed (Instr. 3,	(A) o of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	09/25/2015		А	94	А	\$ 0 (1)	83,018 (2)	D		
Common Stock							2,801	I	By Spouse	
Common Stock							500	I	By Immediate Family Member's IR A	

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

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	5		(Instr.	. 3 and 4)		Owne
	Security				Acquired				,		Follo
	, in the second s				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(mou
					4, and 5)						
					4, and 5)						
									Amount		
						Data	Evaluation		or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
					() (-)						

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o where reality read too	Director	10% Owner	Officer	Other			
SHAFF KAREN E 711 HIGH STREET DES MOINES, IA 50392		Х	EVP, Gen'l Counsel, Secretary				
Signatures							
Patrick A. Kirchner, by Power of Attorney		09/2					
** Signature of Reporting Person		E	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 6,540 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

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.