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SHAFF KAREN E Form 4 December 04, 2017 Image: Shaff KAREN E Form 4 December 04, 2017 Image: Shaff KAREN E Second 1, 2017 Image: Shaff KAREN E Shaff KAREN E<										
(Print or Type	Responses)									
SHAFF KAREN E Symbo			suer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
			CIPAL FI PFG]	NANCIA	L GR	OUP	(Check all applicable)			
(Mont			Date of Earliest Transaction Ionth/Day/Year) 2/01/2017				DirectorX_ 10% Owner X_ Officer (give title Other (specify below) below) EVP, Gen'l Counsel, Secretary			
			mendment, Date Original Month/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 			
DES MOTINES, IA 50392 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	(Month/Day/Year) E	ransaction Date 2A. Deemed			ies Ac	quired l 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/01/2017		Code V M(1)	Amount 40,755	(D) A	Price \$ 30.7	$120,266 \frac{(2)}{(2)}$	D		
Common Stock	12/01/2017		S <u>(1)</u>	40,755	D	\$ 69.51 (<u>3)</u>	79,511 <u>(2)</u>	D		
Common Stock	12/01/2017		S <u>(1)</u>	9,806	D	\$ 69.51 (<u>3)</u>	69,705 <u>(2)</u>	D		
Common Stock							2,801	Ι	By Spouse	
							500	Ι		

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Common Stock								I F N	By Immediate Family Member's IRA	
Reminder: Re	port on a sepa	arate line for each class	s of securities benefic	Persons informat required	s who re tion cor d to res s a curre	respond ontained spond un	ectly. to the collecti in this form a nless the form alid OMB contr	are not n	EC 1474 (9-02)	
			tive Securities Acqui uts, calls, warrants, o							
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		4. Transactic Code (Instr. 8)	ransactionDerivative Expiration Data ode Securities (Month/Day/Y		te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 30.7	12/01/2017		M <u>(1)</u>	2	40,755	02/25/2016	02/25/2023	3 Common Stock	40,755
Report	ting Ov	wners								
Reporting (Owner Name /	/ Address Director		Relationshi ficer	ips		Other	r		
SHAFF KA 711 HIGH	STREET	202		VP, Gen'l	Couns	sel, Seci				

Signatures

DES MOINES, IA 50392

Patrick A. Kirchner, by Power of	12/04/2017		
Attorney			
**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 November 1, 2017.
- (2) Includes 8,109 shares acquired pursuant to the 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 \$68.41 - \$70.53, inclusive. The reporting person undertakes to provide to Principal Financial Group, Inc., any security holder of Principal

(3) 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 ranges 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. 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.