Edgar Filing: PRINCIPAL FINANCIAL GROUP INC - Form 4

PRINCIPAL FINANCIAL GROUP INC Form 4 December 06, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL			
Washington, D.C. 20549								OMB Number:	3235-0287			
Check this if no longe	r					Expires:	January 31, 2005					
subject to Section 16 Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								average rs per			
Form 4 or Form 5 obligations may continue.response0.5See Instruction 1(b).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 19400.5												
(Print or Type Ro	esponses)											
1. Name and Ac TALLETT E	l	r Name and Ticker or Trading IPAL FINANCIAL GROUP				5. Relationship of Reporting Person(s) to Issuer						
INC [PFG]							(Check all applicable)					
			of Earliest Transaction Day/Year) 2011				_X_Director10% Owner Officer (give titleOther (specify below)below)					
(Street) 4. If Amen			nendment, Dat Ionth/Day/Year)	e Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
DES MOINE	ES, IA 50392							More than One Re				
(City)	(State) (Z	Zip) Ta	ble I - Non-Do	erivative S	ecurit	ties Ac	quired, Disposed o	f, or Beneficial	ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securit onAcquired Disposed (Instr. 3,	(A) o of (D 4 and (A) or) 5)	SecuritiesHBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	12/02/2011		A Code V	Amount 628	(D) A	Price \$ 0 (1)	23,502	D				

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 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. Transact Code (Instr. 8)	onof Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price o Derivativ Security (Instr. 5)
				Code V	' (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(2)	12/02/2011		A	114		(3)	(3)	Common Stock	114	\$ 24.3

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Reporting Owners

Reporting Owner Name / Address	Relationships							
I B	Director	10% Owner	Officer	Other				
TALLETT ELIZEBETH E 711 HIGH STREET DES MOINES, IA 50392	Х							
Signatures								
Joyce N. Hoffman, by Power o Attorney	f	12/06/2011						
**Signature of Reporting Person		Da	te					
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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) The units convert to common stock on a one-for-one basis.
- (3) The reported phantom stock units were acquired pursuant to the Principal Deferred Compensation Plan for Non-Employee Directors and will be settled on the reporting person's retirement.

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.