DAN MICHAEL T Form 4 July 03, 2012

FORM 4

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

SECURITIES

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * DAN MICHAEL T | | | 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) 711 HIGH S | (First) | (Middle) | 3. Date of (Month/Date 06/29/20 | | | | | XDirector10% Owner Officer (give titleOther (specify below) | | | |
| | (Street) | | 4. If Amendment, Date Original Filed(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 MOINES, IA 50392 | | | | | | | | Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | lly Owned | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction D (Month/Day/Yea | ar) Executi any | emed fon Date, if /Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securi onAcquired Disposed (Instr. 3, | l (A) o l of (D | 9) 5) Price | 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 | 06/29/2012 | | | A | 146 | A | \$ 0 (1) | 21,347 | D | | |
| Common Stock | | | | | | | | 10,000 | I | By Spouse | |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transaction | 5. orNumber | 6. Date Exer Expiration D | | 7. Title and A Underlying S | | 8. Price of Derivative |
|---------------------------|--|--------------------------------------|----------------------|-------------------|---|---------------------------|------------|-----------------------------|------------------------|------------------------|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (Month/Day/Tear) | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | (Month/Day | | (Instr. 3 and | | Security (Instr. 5) |
| | | | | | 4, and 5) | Date | Expiration | Title | Amount or Number | |
| | | | | Code V | (A) (D) | Exercisable | Date | | of Shares | |
| Phantom Stock Units | (2) | 06/29/2012 | | A | 20 | <u>(3)</u> | (3) | Common Stock | 20 | \$ 26.23 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| DAN MICHAEL T 711 HIGH STREET DES MOINES, IA 50392 | X | | | | | | |

Signatures

Joyce N. Hoffman, by Power of Attorney 07/03/2012

**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) 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.

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