Maestri Luca Form 4/A November 07, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

0.5

burden hours per response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 1(b).

1. Name and Address of Reporting Person \*

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

Maestri Luca Issuer Symbol PRINCIPAL FINANCIAL GROUP (Check all applicable) INC [PFG] (Last) (First) (Middle) 3. Date of Earliest Transaction X Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 711 HIGH STREET 09/28/2012

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original

(Zip)

Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person 10/02/2012

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Form filed by More than One Reporting Person

DES MOINES, IA 50392

(State)

(City)

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of 3. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect

(Instr. 3) Code Disposed of (D) Beneficially Beneficial (D) or (Month/Day/Year) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Common 09/28/2012 5.852 D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

#### Edgar Filing: Maestri Luca - Form 4/A

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Securi (Instr.	rlying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
r g	Director	10% Owner	Officer	Other				
Maestri Luca								
711 HIGH STREET	X							
DES MOINES, IA 50392								

### **Signatures**

Joyce N. Hoffman, by Power of Attorney 11/07/2012

# \*\*Signature of Reporting Person 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).

Date

- (1) Amendment filed to correct inadvertent amount previously reported in column four; cumulative amount reported in column six was correct in initial report.
- (2) Grant of Restricted Stock Units.

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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