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PRINCIPAL FINANCIAL GROUP INC

Form 4 July 30, 2013

FORM 4

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

OMB 3235-0287 Number:

5. Relationship of Reporting Person(s) to

D

Ι

Ι

\$ 42.1 44,575 (2)

587

192

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

burden hours per response... 0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

07/26/2013

Stock

Stock

Stock

Common

Common

SCHOLTEN GARY P				Symbol	T Name and					Issuer				
				INC [PI	IPAL FIN FG]	NAIN	CIAL	GKU	JUP	(Check all applicable)				
	(Last)	, , , , , , , , , , , , , , , , , , , ,				e of Earliest Transaction th/Day/Year)					Director 10% Owner X Officer (give title Other (specify			
	711 HIGH S	STREET	07/26/2013						below) below) Sr VP & Ch Info Officer					
(Street)				4. If Ame	endment, D	ate O	riginal			6. Individual or Joint/Group Filing(Check				
				Filed(Mor	Filed(Month/Day/Year)					Applicable Line) _X_Form filed by One Reporting Person				
	DES MOIN	ES, IA 50392								Form filed by M Person				
	(City)	(State)	Tabl	le I - Non-l	Deriv	ative S	ecuri	ties Acqu	quired, Disposed of, or Beneficially Owned					
	1.Title of	2. Transaction D			3.		Securiti		-	5. Amount of	6.	7. Nature of		
	Security	(Month/Day/Yea		on Date, if	Transacti	` '	·		` ′	Securities Paraficially	Ownership	Indirect		
(Instr. 3) any (Month/				Day/Year)	Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)					Beneficially Form: Direct Beneficial Owned (D) or Ownership				
	(112011111			, ,	(III) (III)					Following Indirect (I) (Instr. 4)				
								(A)		Reported	(Instr. 4)			
								or		Transaction(s) (Instr. 3 and 4)				
	C				Code V	An	nount	(D)	Price	(
	Common Stock	07/26/2013			M(1)	25	,720	A	\$ 39.02	70,295 (2)	D			
	Common	07/26/2013			c (1)	25	720	D	\$ 42.1	11 575 (2)	D			

25,720 D

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

 $S^{(1)}$

By 401(k)

By Spouse

Plan

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SEC 1474 (9-02)

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. Transactio Code (Instr. 8)	5. Number of inDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	\$ 39.02	07/26/2013		M <u>(1)</u>		25,720	02/28/2008	02/28/2015	Common Stock	25,720

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHOLTEN GARY P 711 HIGH STREET DES MOINES, IA 50392

Sr VP & Ch Info Officer

Signatures

Joyce N. Hoffman, by Power of Attorney 07/30/2013

**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 10b5-1 trading plan adopted by the reporting person March 12, 2013.
- (2) Includes 8,249 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.

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