

PRINCIPAL FINANCIAL GROUP INC
 Form 4
 July 07, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCCAUGHAN JAMES P

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) (First) (Middle)
 711 HIGH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/05/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President - Global Asset Mgmt.

DES MOINES, IA 50392

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount or Price		
Common Stock	07/05/2017		M ⁽¹⁾		15,148 A \$ 60.1	210,967 ⁽²⁾	D
Common Stock	07/05/2017		S ⁽¹⁾		15,148 D \$ 64.43 ⁽³⁾	195,819 ⁽²⁾	D
Common Stock	07/05/2017		M ⁽¹⁾		3,889 A \$ 11.07	199,708 ⁽²⁾	D
Common Stock	07/05/2017		S ⁽¹⁾		3,889 D \$ 64.43 ⁽³⁾	195,819 ⁽²⁾	D
	07/05/2017		M ⁽¹⁾		9,841 A	205,660 ⁽²⁾	D

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Common Stock						\$ 22.21		
Common Stock	07/05/2017	S ⁽¹⁾	9,841	D		\$ 64.43	195,819 ⁽²⁾	D
						⁽³⁾		
Common Stock	07/05/2017	M ⁽¹⁾	12,588	A		\$ 34.26	208,407 ⁽²⁾	D
Common Stock	07/05/2017	S ⁽¹⁾	12,588	D		\$ 64.43	195,819 ⁽²⁾	D
						⁽³⁾		
Common Stock	07/05/2017	M ⁽¹⁾	19,350	A		\$ 27.46	215,169 ⁽²⁾	D
Common Stock	07/05/2017	S ⁽¹⁾	19,350	D		\$ 64.43	195,819 ⁽²⁾	D
						⁽³⁾		

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	Amount or Number of Share	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 60.1	07/05/2017		M ⁽¹⁾	15,148	02/26/2011 02/26/2018	Common Stock	15,148	
Employee Stock Option (Right to Buy)	\$ 11.07	07/05/2017		M ⁽¹⁾	3,889	02/24/2012 02/24/2019	Common Stock	3,889	
	\$ 22.21	07/05/2017		M ⁽¹⁾	9,841	02/23/2013 02/23/2020		9,841	

Employee
Stock
Option
(Right to
Buy)

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 34.26

07/05/2017

M⁽¹⁾

12,588

02/28/2014

02/28/2021

Common
Stock

12,588

Employee
Stock
Option
(Right to
Buy)

\$ 27.46

07/05/2017

M⁽¹⁾

19,350

02/27/2015

02/27/2022

Common
Stock

19,350

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

MCCAUGHAN JAMES P
711 HIGH STREET
DES MOINES, IA 50392

President - Global Asset Mgmt.

Signatures

Patrick A. Kirchner, by Power of
Attorney

07/07/2017

__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 May 5, 2017.

(2) Includes 10,277 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.17 - \$64.85, inclusive. The reporting person undertakes to provide to Principal Financial Group, Inc., any security holder of Principal 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.

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