

MCCAUGHAN JAMES P  
Form 4  
August 08, 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)  
08/04/2017

\_\_\_\_ 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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership (Instr. 4)
Common Stock	08/04/2017		M <sup>(1)</sup>	15,148	A	\$ 60.1	210,967 <sup>(2)</sup>	D
Common Stock	08/04/2017		S <sup>(1)</sup>	15,148	D	\$ 66.98 <sup>(3)</sup>	195,819 <sup>(2)</sup>	D
Common Stock	08/04/2017		M <sup>(1)</sup>	3,889	A	\$ 11.07	199,708 <sup>(2)</sup>	D
Common Stock	08/04/2017		S <sup>(1)</sup>	3,889	D	\$ 66.98 <sup>(3)</sup>	195,819 <sup>(2)</sup>	D
	08/04/2017		M <sup>(1)</sup>	9,841	A		205,660 <sup>(2)</sup>	D

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Common Stock						\$ 22.21		
Common Stock	08/04/2017	S <sup>(1)</sup>	9,841	D		\$ 66.98	195,819 <sup>(2)</sup>	D
						<sup>(3)</sup>		
Common Stock	08/04/2017	M <sup>(1)</sup>	12,589	A		\$ 34.26	208,407 <sup>(2)</sup>	D
Common Stock	08/04/2017	S <sup>(1)</sup>	12,589	D		\$ 66.98	195,819 <sup>(2)</sup>	D
						<sup>(3)</sup>		
Common Stock	08/04/2017	M <sup>(1)</sup>	19,350	A		\$ 27.46	215,169 <sup>(2)</sup>	D
Common Stock	08/04/2017	S <sup>(1)</sup>	19,350	D		\$ 66.98	195,819 <sup>(2)</sup>	D
						<sup>(3)</sup>		

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.**

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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 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	08/04/2017		M <sup>(1)</sup>	15,148	02/26/2011 02/26/2018	Common Stock	15,148	
Employee Stock Option (Right to Buy)	\$ 11.07	08/04/2017		M <sup>(1)</sup>	3,889	02/24/2012 02/24/2019	Common Stock	3,889	
	\$ 22.21	08/04/2017		M <sup>(1)</sup>	9,841	02/23/2013 02/23/2020		9,841	

