

SCHOLTEN GARY P
 Form 4
 January 04, 2013

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 *
 SCHOLTEN GARY 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)
 01/02/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP & Ch Info Officer

DES MOINES, IA 50392

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	01/02/2013		M ⁽¹⁾		18,220	A \$ 27.57	44,604 ⁽²⁾ D
Common Stock	01/02/2013		S ⁽¹⁾		18,220	D \$ 28.95 ⁽³⁾	26,384 ⁽²⁾ D
Common Stock							579 I By 401(k) Plan
Common Stock							192 I By Spouse

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.57	01/02/2013		M ⁽¹⁾	18,220	02/25/2006	02/25/2013	Common Stock	18,220

Reporting Owners

Reporting Owner Name / Address	Relationships
SCHOLTEN GARY P 711 HIGH STREET DES MOINES, IA 50392	Director 10% Owner Officer Sr VP & Ch Info Officer

Signatures

Joyce N. Hoffman, by Power of Attorney
Date: 01/04/2013
**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 plan adopted February 24, 2012.
 - (2) Includes 8,144 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.76 to \$29.21.
- (3) The reporting person undertakes to provide Principal Financial Group security holder thereof, or the staff of the Securities and Exchange Commission, upon request, full information regarding the shares sold at each separate price within the range set forth within the 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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