

PRINCIPAL FINANCIAL GROUP INC  
 Form 4  
 January 03, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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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)  
 01/02/2014

\_\_\_\_ 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 (A) or (D) Price			
Common Stock	01/02/2014		M <sup>(1)</sup>	14,992 A \$ 36.3	207,661 <sup>(2)</sup>	D	
Common Stock	01/02/2014		S <sup>(1)</sup>	14,992 D \$ 48.6 <sup>(3)</sup>	192,669 <sup>(2)</sup>	D	
Common Stock	01/02/2014		M <sup>(4)</sup>	6,568 A \$ 39.02	199,237 <sup>(2)</sup>	D	
Common Stock	01/02/2014		S <sup>(4)</sup>	6,568 D \$ 48.6 <sup>(5)</sup>	192,669 <sup>(2)</sup>	D	
Common Stock	01/02/2014		M <sup>(1)</sup>	5,000 A \$ 11.07	197,669 <sup>(2)</sup>	D	

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Common Stock	01/02/2014	<u>S</u> <sup>(1)</sup>	5,000	D	\$ 48.6 <sup>(6)</sup>	192,669 <sup>(2)</sup>	D
Common Stock	01/02/2014	<u>M</u> <sup>(4)</sup>	5,000	A	\$ 11.07	197,669 <sup>(2)</sup>	D
Common Stock	01/02/2014	<u>S</u> <sup>(4)</sup>	5,000	D	\$ 48.6 <sup>(7)</sup>	192,669 <sup>(2)</sup>	D

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

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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. 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 36.3	01/02/2014		<u>M</u> <sup>(1)</sup>	14,992	02/24/2007	02/24/2014	Common Stock	14,992
Employee Stock Option (Right to Buy)	\$ 39.02	01/02/2014		<u>M</u> <sup>(4)</sup>	6,568	02/28/2008	02/28/2015	Common Stock	6,568
Employee Stock Option (Right to Buy)	\$ 11.07	01/02/2014		<u>M</u> <sup>(1)(4)</sup>	10,000	02/24/2012	02/24/2019	Common Stock	10,000

## 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

01/03/2014

\_\_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 10b5-1 trading plan adopted by the reporting person on June 12, 2013.

(2) Includes 8,196 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.36 - \$48.97, 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 footnotes (3), (5), (6) and (7) to this Form 4.

(4) Pursuant to a 10b5-1 trading plan adopted by the reporting person on November 7, 2013.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.38 - \$49.03, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.37 - \$49.04, inclusive.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.37 - \$48.97, inclusive.

(8) Corrects prior mathematical error.

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