

PRINCIPAL FINANCIAL GROUP INC
 Form 4
 July 03, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Valdes Luis E.

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)
 07/01/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President-Principal Internat'l

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 | 07/01/2013 | | M ⁽¹⁾ | | 5,939 | A | \$ 11.07 |
| Common Stock | 07/01/2013 | | S ⁽¹⁾ | | 2,660 | D | \$ 37.7 ⁽³⁾ |
| Common Stock | 07/01/2013 | | M ⁽¹⁾ | | 18,327 | A | \$ 22.21 |
| Common Stock | 07/01/2013 | | S ⁽¹⁾ | | 12,980 | D | \$ 37.7 ⁽³⁾ |
| | | | | | | | 41,183 ⁽²⁾ |
| | | | | | | | 38,523 ⁽²⁾ |
| | | | | | | | 56,850 ⁽²⁾ |
| | | | | | | | 43,870 ⁽²⁾ |

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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(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 Share |
| Employee Stock Option (Right to Buy) | \$ 11.07 | 07/01/2013 | | M ⁽¹⁾ | 5,939 | 02/24/2012 02/24/2019 | Common Stock 5,939 |
| Employee Stock Option (Right to Buy) | \$ 22.21 | 07/01/2013 | | M ⁽¹⁾ | 18,327 | 02/23/2013 02/23/2020 | Common Stock 18,327 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Valdes Luis E. 711 HIGH STREET DES MOINES, IA 50392 | | | President-Principal Internat'l | |

Signatures

Joyce N. Hoffman, by Power of Attorney
Date: 07/03/2013
**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 a 10b5-1 trading plan adopted by the reporting person on May 31, 2013.

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- (2) Includes 6,505 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$37.62 to \$37.88, inclusive. The reporting person undertakes to provide to Principal Financial Group, Inc., or the staff of the Securities and

- (3) Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

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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