SEC Form 4

**FORM 4**

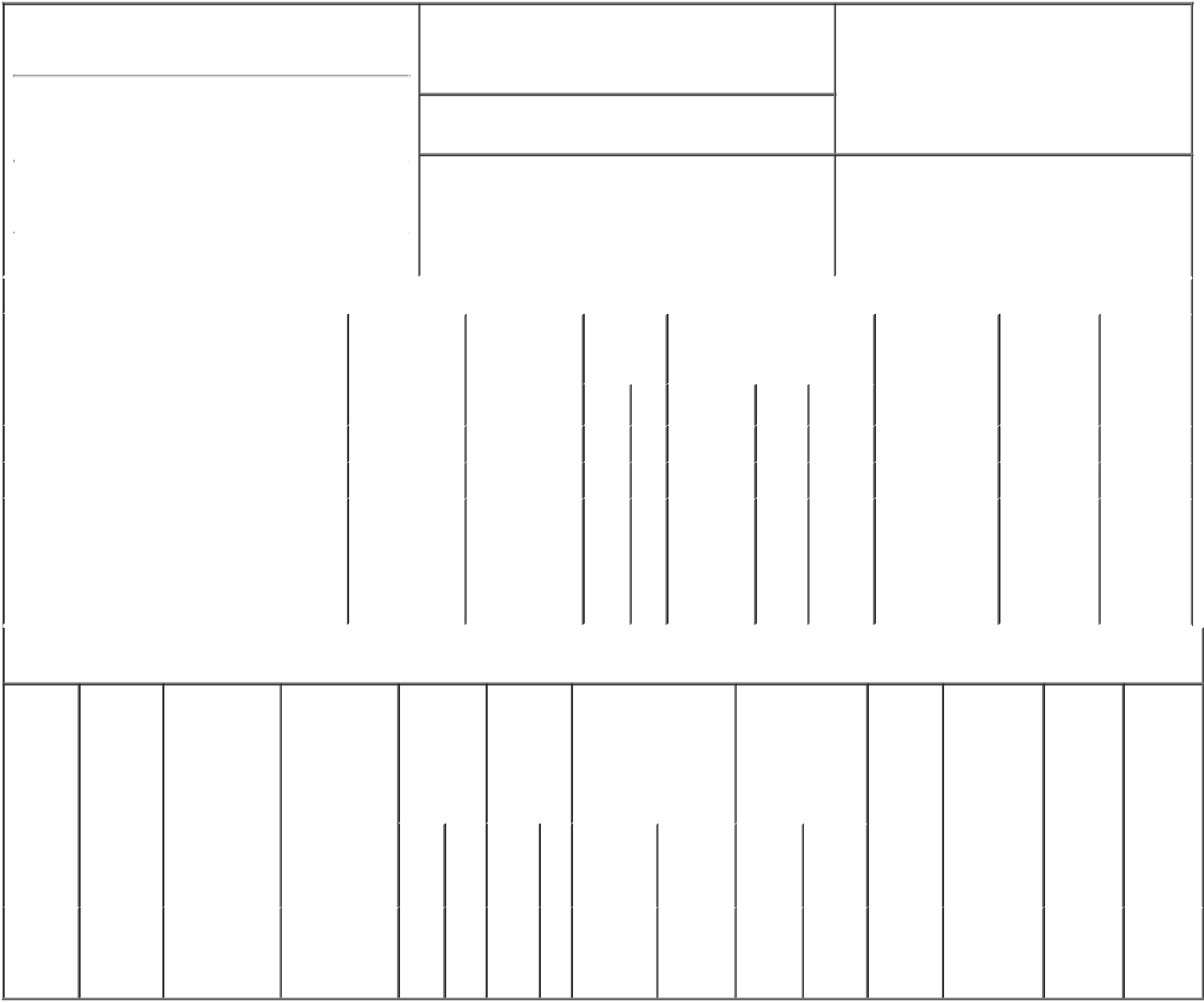
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[SHAFF KAREN E](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001166872)

(Last) (First) (Middle)

711 HIGH STREET

2. Issuer Name **and** Ticker or Trading Symbol

[PRINCIPAL FINANCIAL GROUP INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001126328) [

PFG ]

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

02/22/2016

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

|  |  |  |  |
| --- | --- | --- | --- |
|  | Director | X 10% Owner |  |
| X | Officer (give title | Other (specify |  |
| below) | below) |  |
|  |  |

EVP, Gen'l Counsel, Secretary

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | |  |  |
|  | (Street) | |  |  |  |  |
|  |  |  |  |  |  |  |  | Line) | | |  |  |  |  |  |
|  |  | DES MOINES | IA | 50392 |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (City) | (State) | (Zip) | |  |  |  |  |  |  | Person |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | | | | | | |  |  |  |  |  |  |
|  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | |  |  |  |  |  |
|  |  | | |  | |  |  |  | | |  |  |  |  |  |  |  |
|  | **1. Title of Security (Instr. 3)** | | | **2. Transaction** | | **2A. Deemed** | **3.** | **4. Securities Acquired (A) or** | | |  | **5. Amount of** | **6. Ownership** | **7. Nature of** | |  |  |
|  |  |  |  | **Date** | | **Execution Date,** | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and** | | |  | **Securities** | **Form: Direct** | **Indirect** | |  |  |
|  |  |  |  | **(Month/Day/Year)** | | **if any** | **Code (Instr.** | **5)** |  |  |  | **Beneficially** | **(D) or Indirect** | **Beneficial** | |  |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | **8)** |  |  |  |  | **Owned Following** | **(I) (Instr. 4)** | **Ownership** | |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  | **(Instr. 4)** | |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** |  | **Transaction(s)** |  |  |  |  |  |
|  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  | |  |  |  |  |  |
|  | Common Stock | |  | 02/22/2016 | |  | A | 11,761 | A | $0(1) | 95,416(2) | | D |  |  |  |  |
|  | Common Stock | |  |  |  |  |  |  |  |  | 2,801 | | I | By Spouse | |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | Immediate | |  |  |
|  | Common Stock | |  |  |  |  |  |  |  |  | 500 | | I | Family | |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | Member's | |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | IRA | |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

**(e.g., puts, calls, warrants, options, convertible securities)**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number** | | **6. Date Exercisable and** | | **7. Title and Amount** | | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |  |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** |  | **Expiration Date** | | **of Securities** | | **Derivative** | **derivative** | **Ownership** | **of Indirect** |  |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | | **(Month/Day/Year)** | | **Underlying** |  | **Security** | **Securities** | **Form:** | **Beneficial** |  |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** | |  |  | **Derivative Security** | | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  | **Derivative** |  |  |  | **Acquired** | |  |  | **(Instr. 3 and 4)** | |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  | **Security** |  |  |  | **(A) or** |  |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  | **Disposed** | |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  | **of (D) (Instr.** | |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  | **3, 4 and 5)** | |  |  |  |  |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Number** |  |  |  |  |  |
|  |  |  |  |  |  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |
|  |  |  |  | **Code V** | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  | (3) |  | Common | 52,540 |  |  |  |  |  |
| Option | $37.38 | 02/22/2016 |  | A | 52,540 |  | 02/22/2026 | $0 | 52,540 | D |  |  |
| (Right to |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

Buy)

**Explanation of Responses:**

1. Settlement of performance-based restricted stock units granted February 25, 2013.
2. Includes 7,077 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
3. The option vests in three equal annual installments beginning February 22, 2017.

**Remarks:**

Patrick A. Kirchner, by Power



of Attorney



\*\* Signature of Reporting Person

02/24/2016



Date

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

\* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**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 Number.**