FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP INC PRINCIPAL FINANCIAL GROUP INC Director 10% Owner 10%						$\overline{}$									$\overline{}$					í
Dunbar Timothy Mark	1. Name and Address of Reporting Person*				2. Issuer Name and Ticker or Trading Symbol								Relationship of Reporting Person(s) to Issuer (Chapter all applicable)							
PFG X Officer (give title below) EVP & Chief Investment Officer	Dunbar Timothy Mark			<u> P</u>	PRINCIPAL FINANCIAL GROUP INC							1					unor			
(Last) (First) (Middle) 711 HIGH STREET 3. Date of Earliest Transaction (Month/Day/Year) (Street) DES MOINES IA 50392 4. If Amendment, Date of Original Filed (Month/Day/Year) EVP & Chief Investment Officer 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person	Bundar Immoniy ividin				P	PFG]							1	Officer (· I		
711 HIGH STREET S. Date of Earnest Harsaction (World Day/Year) EVP & Chief Investment Officer						╌┝							_ X		give title			pecily		
711 HIGH STREET (Street) DES MOINES IA 50392 4. If Amendment, Date of Original Filed (Month/Day/Year) X Form filed by One Reporting Person Form filed by More than One Reporting Person	(Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year)							EVP &	Chief Ir	ivestr	nent Offic	er				
(Street) DES MOINES IA 50392 ———————————————————————————————————	711 HIGH STREET				02	02/25/2019								211 0	Cinci ii		nem ome			
(Street) DES MOINES IA 50392 ———————————————————————————————————						_ -														
DES MOINES IA 50392 X Form filed by One Reporting Person Form filed by More than One Reporting Person Person	(Street)					4.	. IT AME	enament, i	Date o	t Originai	Filea	(Month/Da	ay/year)			iividuai or Jo	oint/Group	Filing	(Спеск Арр	olicable
Form filed by More than One Reporting Person	l ` ′	FS IA		50392											1 ′	Form fil	ed by One	e Repo	rtina Persor	, l
Person	DESTRICTIVE	171		30332											''		•		•	- 1
(City) (State) (Zip)	,					_											cu by wo	C triair	One repor	ung
	(City)	(St	tate)	(Zip)																
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
	1. Title of Secur	ırity (Inst	r. 3)		2. Tra	nsactio	on	2A. Deem	ed							5. Amoun	t of			7. Nature of
	Date											4 and			Form: Direct		Beneficial Ownership			
` ´ (Month/Day/Year) 8) ` ´ Owned Following (t) ´(Instr. 4) Ownership	[(MOIIII)/L					ширауг								Owned Fo				str. 4)		
							0.4	Τ.,	. (A) or _		Duit	Reported Transaction		on(s)		Instr. 4)				
Code V Amount (A) Or (D) Price (Instr. 3 and 4)								Code	\ <u>'</u>	Amount	ount (A) or Pi		Price							
Common Stock 02/25/2019 A 14,053 A \$0(1) 64,870(2) D	Common Stock 02/2			/25/20	5/2019		A		14,05	14,053 A		\$0 ⁽¹⁾	64,870(2)			D				
							-	\vdash						 						
Common Stock 114 I By	Common Stock							1					114				·			
Spouse										Spouse					Spouse					
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 of 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10. 11. Natu	1. Title of 2.		3. Transaction	3A. Deemed		4.		5. Numbe	er of	6. Date E	ercis	able and	7. Title	and Am	ount	8. Price of	9. Numbe	er of	10.	11. Nature
Derivative Conversion Date Execution Date, Transaction Derivative Expiration Date Of Securities Derivative derivative Ownership of Indire	Derivative Conversion Date Execution				Date, Trans			Derivative Securities					of Securities			Derivative Security		е	Ownership Form:	of Indirect Beneficial
(Instr. 3) Price of (Month/Day/Year) 8) Acquired (A) Derivative Security (Instr. 5) Beneficially Direct (D) Owners											(Month/Day/Year) Underlying Derivative Secur				urity					Ownership
				- [i l				(Instr. 3 and 4)								(Instr. 4)			
3, 4 and 5) Reported Reported	J Secu	unity															Reported	ĭ	1	
Transaction(s) Amount (instr. 4)			Ī								A		ount		Transaction(s) (Instr. 4)	ion(s)				
Date Expiration Number										Data	١.						`			
Code V (A) (D) Exercisable Date Title of Shares						Code	v	(A)					Title							
Employee	Employee								П					\top						
Stock Common	Stock					.				(2)	Ι.		Commo	n 12	0000				_	
Option (Right to S53.09 02/25/2019 A 120,000 (3) 02/25/2029 Collinion Stock 120,000 D D		53.09	02/25/2019	02/25/2019				120,000		(3)	1	12/25/2029	Stock	12	0,000	\$ U	120,0	UU	D	

Explanation of Responses:

- 1. Settlement of performance-based restricted stock units granted February 22, 2016.
- $2.\ Includes\ 4{,}385\ shares\ acquired\ pursuant\ to\ the\ Principal\ Financial\ Group,\ Inc.\ Employee\ Stock\ Purchase\ Plan.$
- 3. The option vests in three equal annual installments beginning February 25, 2020.

Remarks:

<u>Patrick A. Kirchner, by Power of Attorney</u>

02/27/2019

** Signature of Reporting Person

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.