SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden	
hours per response:	0.5

1. Name and Address of Reporting Person [*] Valdes Luis E.		J Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>PRINCIPAL FINANCIAL GROUP INC</u> [PFG]		tionship of Reporting Pers all applicable) Director Officer (give title below)	on(s) to Issuer 10% Owner Other (specify below)
(Last) 711 HIGH STRE	(First) EET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2017		Pres - Int'l Asset Mg	, ,
, (Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line)	idual or Joint/Group Filing	(Check Applicable
DES MOINES	IA	50392		X	Form filed by One Repo	rting Person
(City)	(State)	(Zip)			Form filed by More than Person	One Reporting
		Table I - Non-Deriva	ative Securities Acquired, Disposed of, or Benefi	cially (Owned	

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)	Transaction Code (Instr.		4. Securities A Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(
Common Stock	02/27/2017		A		10,973	Α	\$0 ⁽¹⁾	92,019 ⁽²⁾	D	

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. Transa Code (8)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	Expiration Date (Month/Day/Year) uired or posed D) (Instr.			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$62.78	02/27/2017		A		49,275		(3)	02/27/2027	Common Stock	49,275	\$0	49,275	D	

Explanation of Responses:

1. Settlement of performance-based restricted stock units granted February 24, 2014.

2. Includes 8,155 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

3. The option vests in three equal annual installments beginning February 27, 2018.

Remarks:

Patrick A. Kirchner, by Power

03/01/2017

** Signature of Reporting Person Date

of Attorney

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.