

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <u>STRABLE-SOETHOUT DEANNA D</u>  (Last) (First) (Middle) 711 HIGH STREET  (Street) DES MOINES IA 50392  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PRINCIPAL FINANCIAL GROUP INC [ PFG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2017	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	04/27/2017		M <sup>(1)</sup>		21,235	A	\$60.1	75,018 <sup>(2)</sup>	D	
Common Stock	04/27/2017		S <sup>(1)</sup>		21,235	D	\$65	53,783 <sup>(2)</sup>	D	
Common Stock								655	I	By 401(k) Plan
Common Stock	04/27/2017		M <sup>(3)</sup>		1,065	A	\$60.1	39,775	I	By Spouse
Common Stock	04/27/2017		S <sup>(3)</sup>		1,065	D	\$65	38,710	I	By Spouse
Common Stock	04/27/2017		M <sup>(3)</sup>		1,445	A	\$39.88	40,155	I	By Spouse
Common Stock	04/27/2017		S <sup>(3)</sup>		1,445	D	\$65	38,710	I	By Spouse

**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 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
Employee Stock Option (Right to Buy)	\$60.1	04/27/2017		M <sup>(1)</sup>			21,235	02/26/2011	02/26/2018	Common Stock	21,235	\$0	0	D	
Employee Stock Option (Right to Buy)	\$60.1	04/27/2017		M <sup>(3)</sup>			1,065	02/26/2011	02/26/2018	Common Stock	1,065	\$0	0	I	By Spouse
Employee Stock Option (Right to Buy)	\$39.88	04/27/2017		M <sup>(3)</sup>			1,445	07/07/2011	07/07/2018	Common Stock	1,445	\$0	0	I	By Spouse

**Explanation of Responses:**

- Pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 11, 2016.
- Includes 1,050 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- Pursuant to a Rule 10b5-1 trading plan adopted by the reporting person's spouse on November 11, 2016.

**Remarks:**

Patrick A. Kirchner, by Power 05/01/2017

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.**