

Dunbar Timothy Mark  
 Form 3  
 January 11, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Dunbar Timothy Mark		(Month/Day/Year)	PRINCIPAL FINANCIAL GROUP INC [PFG]	
(Last)	(First)	(Middle)	01/01/2013	
711 HIGH STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
DES MOINES,Â IAÂ 50392			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP & Chief Investment Officer	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	45,593 <sup>(1)</sup>	D	Â
Common Stock	114	I	By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	02/25/2006	02/25/2013	Common Stock	4,930	\$ 27.57	D	Â
Employee Stock Option (Right to Buy)	02/24/2007	02/24/2014	Common Stock	4,280	\$ 36.3	D	Â
Employee Stock Option (Right to Buy)	11/12/2007	11/12/2014	Common Stock	685	\$ 38.74	D	Â
Employee Stock Option (Right to Buy)	02/28/2008	02/28/2015	Common Stock	8,745	\$ 39.02	D	Â
Employee Stock Option (Right to Buy)	02/27/2009	02/27/2016	Common Stock	8,275	\$ 49.25	D	Â
Employee Stock Option (Right to Buy)	02/26/2010	02/26/2017	Common Stock	7,925	\$ 62.63	D	Â
Employee Stock Option (Right to Buy)	02/26/2011	02/26/2018	Common Stock	19,905	\$ 60.1	D	Â
Employee Stock Option (Right to Buy)	02/24/2012	02/24/2019	Common Stock	17,704	\$ 11.07	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	02/23/2020	Common Stock	11,400	\$ 22.21	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	02/28/2021	Common Stock	11,125	\$ 34.26	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	02/27/2022	Common Stock	15,685	\$ 27.46	D	Â
Phantom Stock Units	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	4,083	\$ <u>(6)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunbar Timothy Mark 711 HIGH STREET DES MOINES, IA 50392	Â	Â	Â SVP & Chief Investment Officer	Â

## Signatures

Timothy M. Dunbar                      01/11/2013

    Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 2,919 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

(2) The options vest in three equal annual installments beginning February 23, 2011.

(3) The options vest in three equal annual installments beginning February 28, 2012.

(4) The options vest in three equal annual installments beginning February 27, 2013.

Acquired pursuant to the Principal Financial Group, Inc. Select Savings Excess Plan and may be transferred at any time into another investment alternative under that plan. Interests under the plan will be settled upon the reporting person's retirement or other termination of service.

(6) Security converts to common stock on a one-for-one basis.

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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