

PRINCIPAL FINANCIAL GROUP INC
 Form 4
 July 24, 2013

FORM 4

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

OMB APPROVAL

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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 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 *
 SHAFF KAREN E

2. Issuer Name and Ticker or Trading Symbol
 PRINCIPAL FINANCIAL GROUP INC [PFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 711 HIGH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/22/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. VP and General Counsel

DES MOINES, IA 50392

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 07/22/2013 | | M ⁽¹⁾ | | 36,530 | A | \$ 36.3 |
| | | | | | 100,860 | | ⁽²⁾ |
| Common Stock | 07/22/2013 | | S ⁽¹⁾ | | 36,530 | D | \$ 40.5 |
| | | | | | 64,330 | | ⁽²⁾ |
| Common Stock | 07/23/2013 | | I ⁽³⁾ | | 5,793 | D | \$ 40.53 |
| | | | | | 620 | | |
| Common Stock | 07/23/2013 | | I ⁽³⁾ | | 620 | D | \$ 41.53 |
| | | | | | 0 | | |
| Common Stock | | | | | 2,801 | I | |

| | | | |
|-----------------|-----|---|--|
| Common Stock | 500 | I | By Immediate Family Member's IRA |
|-----------------|-----|---|--|

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

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 36.3 | 07/22/2013 | | M ⁽¹⁾ | 36,530 | 02/24/2007 02/24/2014 | Common Stock | 36,530 | |
| Phantom Stock Units | (4) | 07/23/2013 | | I ⁽³⁾ | 2,494.6 | (5) (5) | Common Stock | 2,494.6 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHAFF KAREN E
711 HIGH STREET
DES MOINES, IA 50392

Exec. VP and General Counsel

Signatures

Joyce N. Hoffman, by Power of Attorney

07/24/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Pursuant to a 10b5-1 trading plan adopted by the reporting person on May 1, 2013.
- (2) Includes 8,559 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- (3) Pursuant to a 10b5-1 trading plan adopted by the reporting person on May 12, 2013.
- (4) The units convert to common stock on a one-for-one basis.
- (5) 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.

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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