

PRINCIPAL FINANCIAL GROUP INC
 Form 4
 February 04, 2014

FORM 4

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

OMB APPROVAL

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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 *
 MCCAUGHAN JAMES P

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)
 02/03/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President - Global Asset Mgmt.

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 or Price		
Common Stock	02/03/2014		M ⁽¹⁾		14,992 A \$ 36.3	207,661 ⁽²⁾	D
Common Stock	02/03/2014		S ⁽¹⁾		14,992 D \$ 42.91 ⁽³⁾	192,669 ⁽²⁾	D
Common Stock	02/03/2014		M ⁽⁴⁾		6,568 A \$ 39.02	199,237 ⁽²⁾	D
Common Stock	02/03/2014		S ⁽⁴⁾		6,568 D \$ 42.9 ⁽⁵⁾	192,669 ⁽²⁾	D
Common Stock	02/03/2014		M ⁽¹⁾		5,000 A \$ 11.07	197,669 ⁽²⁾	D

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Common Stock	02/03/2014	<u>S</u> ⁽¹⁾	5,000	D	\$ 42.91 <u>(6)</u>	192,669 <u>(2)</u>	D
Common Stock	02/03/2014	<u>M</u> ⁽⁴⁾	5,000	A	\$ 11.07	197,669 <u>(2)</u>	D
Common Stock	02/03/2014	<u>S</u> ⁽⁴⁾	5,000	D	\$ 42.91 <u>(7)</u>	192,669 <u>(2)</u>	D

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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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 Security (Instr. 3 and 4)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 36.3	02/03/2014		<u>M</u> ⁽¹⁾		14,992	02/24/2007 02/24/2014	Common Stock	14,992
Employee Stock Option (Right to Buy)	\$ 39.02	02/03/2014		<u>M</u> ⁽⁴⁾		6,568	02/28/2008 02/28/2015	Common Stock	6,568
Employee Stock Option (Right to Buy)	\$ 11.07	02/03/2014		<u>M</u> ⁽¹⁾⁽⁴⁾		10,000	02/24/2012 02/24/2019	Common Stock	10,000

