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PRINCIPAL FINANCIAL GROUP INC

Form 4 June 30, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

5. Relationship of Reporting Person(s) to

January 31, Expires: 2005

OMB APPROVAL

3235-0287

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

2. Issuer Name and Ticker or Trading

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| SHAFF KAREN E | | | Symbol PRINCIPAL FINANCIAL GROUP INC [PFG] | | | | | Issuer (Check all applicable) | | | | |
|--------------------------------------|--|--------------------------------|--|--|---|--|---|--|--|--|--|--|
| (Last) | | | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | Director X 10% Owner X Officer (give title Other (specify below) | | | |
| 711 HIGH STREET | | 06/26/2015 | | | | | EVP, Gen'l Counsel, Secretary | | | | | |
| (Street) | | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | | | |
| DES MOIN | Filed(Month/Day/Year) | | | | | Applicable Line) _X_ 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 D (Month/Day/Yea | r) Execution | med on Date, if Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securi onAcquired Disposed (Instr. 3, | l (A) c l of (D |)) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | |
| Common Stock | 06/26/2015 | | | A | 86 | A | \$ 0 (1) | 83,966 (2) | D | | | |
| Common Stock | | | | | | | | 2,801 | I | By Spouse | | |
| 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.

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SEC 1474 (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. Transactio Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) | 3 | ate | Amour Underl Securit | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|--|---------------------|--------------------|----------------------------|---|---|---|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

SHAFF KAREN E 711 HIGH STREET DES MOINES, IA 50392

X EVP, Gen'l Counsel, Secretary

Signatures

Patrick A. Kirchner, by Power of 06/30/2015 Attorney

> **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) Grant of restricted stock units.
- (2) Includes 7,297 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ohn A. Labate, dated as of August 20, 2008

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