

PRINCIPAL FINANCIAL GROUP INC

Form 4

October 29, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZIMPLEMAN LARRY D

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)
10/25/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chairman, President & CEO

DES MOINES, IA 50392

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

6. Individual or Joint/Group Filing(Check
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 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)
Common Stock	10/25/2013		M ⁽¹⁾	V Amount (A) or (D) Price 14,278 A \$ 39.02	222,387 ⁽²⁾	D	
Common Stock	10/25/2013		S ⁽¹⁾	14,278 D \$ 47.14 ⁽³⁾	208,109 ⁽²⁾	D	
Common Stock	10/28/2013		M ⁽¹⁾	93,907 A \$ 39.02	302,016 ⁽²⁾	D	
Common Stock	10/28/2013		S ⁽¹⁾	93,907 D \$ 47.09 ⁽⁴⁾	208,109 ⁽²⁾	D	

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 39.02	10/25/2013		M ⁽¹⁾		14,278		02/28/2008	02/28/2015	Common Stock	14,278
Employee Stock Option (Right to Buy)	\$ 39.02	10/28/2013		M ⁽¹⁾		93,907		02/28/2008	02/28/2015	Common Stock	93,907

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZIMPLEMAN LARRY D 711 HIGH STREET DES MOINES, IA 50392	Chairman, President & CEO

Signatures

Joyce N. Hoffman, by Power of
Attorney 10/29/2013

**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).

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- (1) Pursuant to a 10b5-1 trading plan adopted by the reporting person on June 12, 2013.
- (2) Includes 9,079 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.02 - \$47.93, inclusive. The reporting person undertakes to provide to Principal Financial Group, Inc., any security holder of Principal Financial Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3) and (4) to this Form 4.
- (3)
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.02 - \$47.21, inclusive.

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.