Edgar Filing: PRINCIPAL FINANCIAL GROUP INC - Form 4

PRINCIPAL FINANCIAL GROUP INC

Form 4 March 03, 2014

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

Number: January 31, Expires: 2005 Estimated average

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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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and A Dunbar Tim	Address of Reporting I nothy Mark	Symbol	CIPAL FINANCIAL GROUP	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 711 HIGH S			of Earliest Transaction /Day/Year) 2014	Director 10% Owner Officer (give title Other (specify below) EVP and Chief Investment Offic			
	(Street)		nendment, Date Original onth/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			
DES MOIN	ES, IA 50392						
(City)	(State)	quired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	ty (Month/Day/Year) Execution		Code (Instr. 3, 4 and 5) (Instr. 8) (A) or	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	02/28/2014		Code V Amount (D) Price F 2,207 D \$ 45.35	41,715 <u>(1)</u> D			
Common Stock				I By Spouse			

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)			5. orNumber	6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and		Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(2)</u>	02/28/2014		A	6	(3)	(3)	Common Stock	6	\$ 45.35

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dunbar Timothy Mark 711 HIGH STREET DES MOINES, IA 50392

EVP and Chief Investment Offic

Signatures

Patrick A. Kirchner, by Power of Attorney

03/03/2014

Date

**Signature of Reporting Person

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) Includes 3,860 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- (2) Security converts to common stock on a one-for-one basis.

Acquired pursuant to the Principal Financial Group, Inc. Select Savings Excess Plan and may be transferred at any time into another (3) investment alternative under that plan. Interests under the plan will be settled upon the reporting person's retirement or other termination

of service.

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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