DAN MICHAEL T Form 4 July 03, 2018

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

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

obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

06/29/2018

Stock

1. Name and Address of Reporting Person * DAN MICHAEL T			2. Issuer Name <b>and</b> Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP INC [PFG]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First) (	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			X Director Officer (giv	ve titleOth	6 Owner er (specify				
711 HIGH S	06/29/2018					below)	below)					
	(Street)		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					
DES MOINES, IA 50392									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	2. Transaction Da			3.		4. Securit			5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year		on Date, if	Code	ctio	nAcquired			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(Instr. 3)		· · · · · · · · · · · · · · · · · · ·		Disposed of (D) (Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common	06/20/2018			٨		222	٨	\$0	27 784	D		

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

A

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

27,784

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

222

A

#### Edgar Filing: DAN MICHAEL T - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Underlying S	Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day	(Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	е				(Instr. 5)
	Derivative				Securities					
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						_			or	
						Date	Expiration	Title	Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	
Phantom								Common		
Stock	<u>(2)</u>	06/29/2018		A	75	(3)	(3)		75	\$ 52.95
Units						<u>—</u>	<u> </u>	Stock		,
CIIII										_

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Transfer and an area area.	Director	10% Owner	Officer Other				
DAN MICHAEL T 711 HIGH STREET DES MOINES, IA 50392	X						

### **Signatures**

Patrick A. Kirchner, by Power of Attorney 07/03/2018

\*\*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) The units convert to common stock on a one-for-one basis.
- The reported phantom stock units were acquired pursuant to the Principal Select Savings Excess Plan and may be transferred at any time (3) into another investment alternative under the 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. 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.

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