

Edgar Filing: PRINCIPAL FINANCIAL GROUP INC - Form 4

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.

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. 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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 62.63	02/15/2017		M ⁽¹⁾	8,180	02/26/2010 02/26/2017	Common Stock	8,180
Employee Stock Option (Right to Buy)	\$ 62.63	02/15/2017		M ⁽³⁾	1,705	02/26/2010 02/26/2017	Common Stock	1,705

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STRABLE-SOETHOUT DEANNA D
711 HIGH STREET
DES MOINES, IA 50392

EVP & Chief Financial Officer

Signatures

Patrick A. Kirchner, by Power of Attorney

02/16/2017

__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) Pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 11, 2016.

(2) Includes 1,050 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

(3) Pursuant to a Rule 10b5-1 trading plan adopted by the reporting person's spouse on November 11, 2016.

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.