

PRINCIPAL FINANCIAL GROUP INC
 Form 3
 March 17, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Everett Nora Mary		(Month/Day/Year)	PRINCIPAL FINANCIAL GROUP INC [PFG]	
(Last)	(First)	(Middle)	03/07/2015	
711 HIGH STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
DES MOINES,Â IAÂ 50392			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President - RIS	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	31,671 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	02/27/2009	02/27/2016	Common Stock	8,425	\$ 49.25	D	Â
Employee Stock Option (Right to Buy)	02/26/2010	02/26/2017	Common Stock	11,290	\$ 62.63	D	Â
Employee Stock Option (Right to Buy)	02/26/2011	02/26/2018	Common Stock	14,550	\$ 60.1	D	Â
Employee Stock Option (Right to Buy)	02/23/2013	02/23/2020	Common Stock	12,350	\$ 22.21	D	Â
Employee Stock Option (Right to Buy)	02/28/2014	02/28/2021	Common Stock	13,695	\$ 34.26	D	Â
Employee Stock Option (Right to Buy)	02/27/2015	02/27/2022	Common Stock	14,630	\$ 27.46	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	02/25/2023	Common Stock	17,290	\$ 30.7	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	02/24/2024	Common Stock	20,330	\$ 44.88	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	02/23/2025	Common Stock	21,780	\$ 51.33	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Everett Nora Mary 711 HIGH STREET DES MOINES, IA 50392	Â	Â	Â President - RIS	Â

Signatures

Patrick A. Kirchner, by Power of
Attorney

03/17/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 2,933 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- (2) The options vest in three equal annual installments beginning February 25, 2014.
- (3) The options vest in three equal annual installments beginning February 24, 2015.
- (4) The options vest in three equal annual installments beginning February 23, 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.