

PRINCIPAL FINANCIAL GROUP INC  
Form 3  
March 17, 2015

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**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	39,335 <sup>(1)</sup>	D	Â
Common Stock	610	I	By 401(k) Plan
Common Stock	31,048	I	By Spouse
Series B Non-Cumulative Perpetual Preferred Stock	2,200	I	By Spouse

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)**

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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 (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy)	02/26/2010	02/26/2017	Common Stock	8,180	\$ 62.63	D	Â
Employee Stock Option (Right to Buy)	02/26/2011	02/26/2018	Common Stock	21,235	\$ 60.1	D	Â
Employee Stock Option (Right to Buy)	02/24/2012	02/24/2019	Common Stock	13,884	\$ 11.07	D	Â
Employee Stock Option (Right to Buy)	02/23/2013	02/23/2020	Common Stock	18,905	\$ 22.21	D	Â
Employee Stock Option (Right to Buy)	02/28/2014	02/28/2021	Common Stock	19,160	\$ 34.26	D	Â
Employee Stock Option (Right to Buy)	02/27/2015	02/27/2022	Common Stock	15,915	\$ 27.46	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	02/25/2023	Common Stock	16,210	\$ 30.7	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	02/24/2024	Common Stock	10,590	\$ 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
Phantom Stock Units	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	2,646.5	\$ <u>(6)</u>	D	Â
Employee Stock Option (Right to Buy)	02/26/2010	02/26/2017	Common Stock	1,705	\$ 62.63	I	By Spouse
Employee Stock Option (Right to Buy)	02/26/2011	02/26/2018	Common Stock	1,065	\$ 60.1	I	By Spouse
Employee Stock Option (Right to Buy)	07/07/2011	07/07/2018	Common Stock	1,445	\$ 39.88	I	By Spouse
Employee Stock Option (Right to Buy)	02/24/2012	02/24/2019	Common Stock	7,955	\$ 11.07	I	By Spouse
Phantom Stock Units	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	205	\$ <u>(6)</u>	I	By Spouse

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

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

Â      Â      Â President - US Ins. Solutions      Â

## Signatures

Patrick A. Kirchner, by Power of  
Attorney

03/07/2015

\*\*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 521 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.

The reported phantom stock units were acquired pursuant to the Principal Select Savings Excess Plan and may be transferred at any time  
(5) 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.

(6) Security converts to common stock on a one-for-one basis.

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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