

PRINCIPAL FINANCIAL GROUP INC  
Form 4  
June 24, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
Elming Gregory Bernard

2. Issuer Name and Ticker or Trading Symbol  
PRINCIPAL FINANCIAL GROUP INC [PFG]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
711 HIGH STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/22/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP & Chief Risk Officer

DES MOINES, IA 50392

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 06/22/2016                           |  | M <sup>(1)</sup>               |   | 21,030  | A  | \$ 11.07  |
| Common Stock                    | 06/22/2016                           |  | M <sup>(1)</sup>               |   | 8,695   | A  | \$ 22.21  |
| Common Stock                    | 06/22/2016                           |  | M <sup>(1)</sup>               |   | 8,170   | A  | \$ 27.46  |
| Common Stock                    | 06/22/2016                           |  | M <sup>(1)</sup>               |   | 8,875   | A  | \$ 30.7   |
| Common Stock                    | 06/22/2016                           |  | S <sup>(1)</sup>               |   | 46,770  | D  | \$ 43.73  |
|                                 |                                      |  |                                |   |   |  | <u>(3)</u>  |

Common Stock 216 I By Spouse

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 Share |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|
| Employee Stock Option (Right to Buy)       | \$ 11.07   | 06/22/2016                           |  | M <sup>(1)</sup>               | 21,030  | 02/24/2012 02/24/2019                                    | Common Stock  | 21,030                    |
| Employee Stock Option (Right to Buy)       | \$ 22.21   | 06/22/2016                           |  | M <sup>(1)</sup>               | 8,695   | 02/23/2013 02/23/2020                                    | Common Stock  | 8,695                     |
| Employee Stock Option (Right to Buy)       | \$ 27.46   | 06/22/2016                           |  | M <sup>(1)</sup>               | 8,170   | 02/27/2015 02/27/2022                                    | Common Stock  | 8,170                     |
| Employee Stock Option (Right to Buy)       | \$ 30.7  | 06/22/2016                           |  | M <sup>(1)</sup>               | 8,875   | 02/25/2016 02/25/2023                                    | Common Stock  | 8,875                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

Elming Gregory Bernard  
711 HIGH STREET  
DES MOINES, IA 50392

SVP & Chief Risk Officer

## Signatures

Patrick A. Kirchner, by Power of  
Attorney

06/24/2016

\_\_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 May 23, 2016.
- (2) Includes 1,593 shares held in Principal Financial Group, Inc. Employee Stock Purchase Plan.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.34 - 43.94, inclusive. The reporting person undertakes to provide to Principal Financial Group, Inc., any security holder of Principal Financial Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3)

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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