

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 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 ⁽¹⁾ | 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

^ ^ ^ President - US Ins. Solutions ^

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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