

MCCAUGHAN JAMES P  
 Form 4  
 September 06, 2017

**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 \*  
 MCCAUGHAN JAMES P

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)  
 09/05/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President - Global Asset Mgmt.

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	09/05/2017		M <sup>(1)</sup>		15,146	A	\$ 60.1
					210,965		<sup>(2)</sup>
Common Stock	09/05/2017		S <sup>(1)</sup>		15,146	D	\$ 62.1
					195,819		<sup>(2)</sup>
Common Stock	09/05/2017		M <sup>(1)</sup>		3,888	A	\$ 11.07
					199,707		<sup>(2)</sup>
Common Stock	09/05/2017		S <sup>(1)</sup>		3,888	D	\$ 62.1
					195,819		<sup>(2)</sup>
Common Stock	09/05/2017		M <sup>(1)</sup>		9,841	A	\$ 22.21
					205,660		<sup>(2)</sup>

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Common Stock	09/05/2017	S <sup>(1)</sup>	9,841	D	\$ 62.1 <sup>(3)</sup>	195,819 <sup>(2)</sup>	D
Common Stock	09/05/2017	M <sup>(1)</sup>	12,589	A	\$ 34.26	208,407 <sup>(2)</sup>	D
Common Stock	09/05/2017	S <sup>(1)</sup>	12,589	D	\$ 62.1 <sup>(3)</sup>	195,819 <sup>(2)</sup>	D
Common Stock	09/05/2017	M <sup>(1)</sup>	19,350	A	\$ 27.46	215,169 <sup>(2)</sup>	D
Common Stock	09/05/2017	S <sup>(1)</sup>	19,350	D	\$ 62.1 <sup>(3)</sup>	195,819 <sup>(2)</sup>	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 60.1	09/05/2017		M <sup>(1)</sup>	15,146	02/26/2011 02/26/2018	Common Stock	15,146	
Employee Stock Option (Right to Buy)	\$ 11.07	09/05/2017		M <sup>(1)</sup>	3,888	02/24/2012 02/24/2019	Common Stock	3,888	
Employee Stock Option (Right to Buy)	\$ 22.21	09/05/2017		M <sup>(1)</sup>	9,841	02/23/2013 02/23/2020	Common Stock	9,841	
	\$ 34.26	09/05/2017		M <sup>(1)</sup>	12,589	02/28/2014 02/28/2021		12,589	

Employee  
Stock  
Option  
(Right to  
Buy)

Common  
Stock

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 27.46

09/05/2017

M<sup>(1)</sup>

19,350

02/27/2015

02/27/2022

Common  
Stock

19,350

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCAUGHAN JAMES P 711 HIGH STREET DES MOINES, IA 50392			President - Global Asset Mgmt.	

## Signatures

Patrick A. Kirchner, by Power of  
Attorney

09/06/2017

\_\_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 May 5, 2017.

(2) Includes 10,273 shares acquired pursuant to the 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 \$61.58 - \$62.89, 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.

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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