SHAFF KAREN E

Form 4

October 20, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 2005

OMB APPROVAL

OMB 3235-0287 Number:

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

Form 5
obligations
may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHAFF KAREN E			Symbo	CIPAL FINANCIAL GROUP	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(Last)	(First)	Middle) 3. Date	of Earliest Transaction	Director		0% Owner	
	711 HIGH	STREET	`	n/Day/Year) /2017	X Officer (give title Other (specify below) EVP, Gen'l Counsel, Secretary			
		(Street)	4. If A	mendment, Date Original	6. Individual or Joint/Group Filing(Check			
	DES MOIN	NES, IA 50392	Filed(N	Ionth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip) Ta	able I - Non-Derivative Securities Ac	quired, Disposed	of, or Benefici	ally Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	Code (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)	

1.11ttle of	2. Transaction Date	ZA. Deemed	3.	5. 4. Securities Acquired		5. Amount of	0.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
							Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
					or		(Instr. 3 and 4)	(
			Code V	Amount	(D)	Price	(mstr. 5 tild 1)		
Common	10/10/0017		3 4 (1)	10.500		\$	06 400 (2)	Б	
Stock	10/19/2017		M <u>(1)</u>	10,588	A	34.26	96,499 <u>(2)</u>	D	
Stock						31.20			
						\$			
Common	10/19/2017		S(1)	10,588	D	68.01	85,911 (2)	D	
Stock	10/19/2017		'	10,500	D		05,711 _	D	
						(3)			
Common									
							2,801	I	By Spouse
Stock									
Common							500	I	By
							300	1	•
Stock									Immediate
									Family
									Member's
									WICHIUCI S

IRA

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 34.26	10/19/2017		M <u>(1)</u>		10,588	02/28/2014	02/28/2021	Common Stock	10,588

Reporting Owners

Reporting Owner Name / Address	Ketationships						
	Director	10% Owner	Officer	Other			

SHAFF KAREN E 711 HIGH STREET DES MOINES, IA 50392

X EVP, Gen'l Counsel, Secretary

Signatures

Patrick A. Kirchner, by Power of Attorney 10/20/2017

**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 9, 2017.
- (2) Includes 8,109 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

(3)

Reporting Owners 2

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.00 - \$68.09, 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. 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.