Houston Daniel Joseph
Form 4
January 04, 2013

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 *
Houston Daniel Joseph

(Last) (First) (Middle)

711 HIGH STREET

(Street)

DES MOINES, IA 50392

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Pres.-Ret., Ins. & Fin. Svcs.

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	01/02/2013		M (1)		33,915	A	$ 27.57	110,745	D	
Common Stock	01/02/2013		S (1)		33,915	D	$ 29.11 (2)	76,830	D	
Common Stock	01/02/2013		M (1)		43,270	A	$ 11.07	120,100	D	
Common Stock	01/02/2013		S (1)		43,270	D	$ 28.95 (3)	76,830	D	
								2,618	I	

Common Stock	By 401(k) Plan

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 27.57	01/02/2013		M(1)			33,915	02/25/2006	02/25/2013	Common Stock	33,915
Employee Stock Option (Right to Buy)	$ 11.07	01/02/2013		M(1)			43,270	02/24/2010	02/24/2019	Common Stock	43,270

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Houston Daniel Joseph 711 HIGH STREET DES MOINES, IA 50392			Pres.-Ret., Ins. & Fin. Svcs.	

Signatures

Joyce E. Hoffman, by Power of Attorney	01/04/2013
**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 10b5-1 plan adopted December 3, 2012.

(2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $28.96 to $29.22. The reporting person undertakes to provide Principal Financial Group security holder thereof, or the staff of the Securities and Exchange Commission, upon request, full information regarding the shares sold at each separate price within the range set forth within the footnote.

(3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $28.77 to $29.19. The reporting person undertakes to provide Principal Financial Group security holder thereof, or the staff of the Securities and Exchange Commission, upon request, full information regarding the shares sold at each separate price within the range set forth within the 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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