

PRINCIPAL FINANCIAL GROUP INC  
 Form 4  
 February 04, 2014

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

OMB APPROVAL

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**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)  
 02/03/2014

\_\_\_\_ 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	02/03/2014		M <sup>(1)</sup>		14,992	A	\$ 36.3
							207,661 <sup>(2)</sup>
Common Stock	02/03/2014		S <sup>(1)</sup>		14,992	D	\$ 42.91
							192,669 <sup>(2)</sup>
							<sup>(3)</sup>
Common Stock	02/03/2014		M <sup>(4)</sup>		6,568	A	\$ 39.02
							199,237 <sup>(2)</sup>
Common Stock	02/03/2014		S <sup>(4)</sup>		6,568	D	\$ 42.9
							<sup>(5)</sup>
							192,669 <sup>(2)</sup>
Common Stock	02/03/2014		M <sup>(1)</sup>		5,000	A	\$ 11.07
							197,669 <sup>(2)</sup>

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Common Stock	02/03/2014	<u>S</u> <sup>(1)</sup>	5,000	D	\$ 42.91 <u>(6)</u>	192,669 <u>(2)</u>	D
Common Stock	02/03/2014	<u>M</u> <sup>(4)</sup>	5,000	A	\$ 11.07	197,669 <u>(2)</u>	D
Common Stock	02/03/2014	<u>S</u> <sup>(4)</sup>	5,000	D	\$ 42.91 <u>(7)</u>	192,669 <u>(2)</u>	D

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.**

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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 Security (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 36.3	02/03/2014		<u>M</u> <sup>(1)</sup>		14,992		02/24/2007	02/24/2014	Common Stock	14,992
Employee Stock Option (Right to Buy)	\$ 39.02	02/03/2014		<u>M</u> <sup>(4)</sup>		6,568		02/28/2008	02/28/2015	Common Stock	6,568
Employee Stock Option (Right to Buy)	\$ 11.07	02/03/2014		<u>M</u> <sup>(1)(4)</sup>		10,000		02/24/2012	02/24/2019	Common Stock	10,000

