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 *
Â STRABLE-SOETHOUT DEANNA D
(Last) (First) (Middle)
711 HIGH STREET
(Street)
DES MOINES,Â IAÂ 50392
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/07/2015

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President - US Ins. Solutions

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

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 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)

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 (2)	02/25/2023	Common Stock	16,210	$ 30.7	D	Â
Employee Stock Option (Right to Buy)	Â (3)	02/24/2024	Common Stock	10,590	$ 44.88	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/23/2025	Common Stock	21,780	$ 51.33	D	Â
Phantom Stock Units	Â (5)	Â (5)	Common Stock	2,646.5	$ (6)	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 (5)	Â (5)	Common Stock	205	$ (6)	I	By Spouse

Reporting Owners

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

STRABLE-SOETHOUT DEANNA D 711 HIGH STREET DES MOINES,Â IAÂ 50392	Â	Â	Â President - US Ins. Solutions	Â

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.

(5) The reported phantom stock units were acquired pursuant to the Principal Select Savings Excess Plan and may be transferred at any time 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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