

PRINCIPAL FINANCIAL GROUP INC

Form 4

March 16, 2016

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

OMB APPROVAL

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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 P2. 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)
03/14/2016☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

President - Global Asset Mgmt.

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

DES MOINES, IA 50392

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/14/2016		S ⁽¹⁾	10,000 D	\$ 39.85 (2) 225,222 ⁽³⁾	D	
Common Stock	03/14/2016		M ⁽⁴⁾	10,000 A	\$ 22.21 235,222 ⁽³⁾	D	
Common Stock	03/14/2016		S ⁽⁴⁾	10,000 D	\$ 39.83 (5) 225,222 ⁽³⁾	D	

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

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information contained in this form are not**SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)	\$ 22.21	03/14/2016		M ⁽⁴⁾		10,000		02/23/2013	02/23/2020	Common Stock	10,000

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

Clint L. Woods, by Power of Attorney
03/16/2016

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 plan adopted by the reporting person on November 12, 2015.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.59 - \$40.07, 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.

(3) Includes 9,692 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

(4) Pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 4, 2015.

(5)

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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 \$39.45 - \$40.07, 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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