

PRINCIPAL FINANCIAL GROUP INC

Form 3

March 17, 2015

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *Å Everett Nora Mary
(Last) (First) (Middle)

711 HIGH STREET

(Street)

DES MOINES, Å IA Å 50392

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
03/07/20153. 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
☒ Officer ☐ Other
(give title below) (specify below)
President - RIS5. 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**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

31,671 ⁽¹⁾

D Å

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

SEC 1473 (7-02)

**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.****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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	02/27/2009	02/27/2016	Common Stock	8,425	\$ 49.25	D	Â
Employee Stock Option (Right to Buy)	02/26/2010	02/26/2017	Common Stock	11,290	\$ 62.63	D	Â
Employee Stock Option (Right to Buy)	02/26/2011	02/26/2018	Common Stock	14,550	\$ 60.1	D	Â
Employee Stock Option (Right to Buy)	02/23/2013	02/23/2020	Common Stock	12,350	\$ 22.21	D	Â
Employee Stock Option (Right to Buy)	02/28/2014	02/28/2021	Common Stock	13,695	\$ 34.26	D	Â
Employee Stock Option (Right to Buy)	02/27/2015	02/27/2022	Common Stock	14,630	\$ 27.46	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	02/25/2023	Common Stock	17,290	\$ 30.7	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	02/24/2024	Common Stock	20,330	\$ 44.88	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	02/23/2025	Common Stock	21,780	\$ 51.33	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Everett Nora Mary 711 HIGH STREET DES MOINES, IA 50392	Â	Â	Â President - RIS	Â

Signatures

Patrick A. Kirchner, by Power of Attorney 03/17/2015

__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 2,933 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.

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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