

PRINCIPAL FINANCIAL GROUP INC
 Form 4
 February 16, 2017

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 *
STRABLE-SOETHOUT DEANNA D

(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)
 02/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP & Chief Financial Officer

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 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 or Price		
Common Stock	02/15/2017		M ⁽¹⁾		8,180 A \$ 62.63	56,707 ⁽²⁾	D
Common Stock	02/15/2017		S ⁽¹⁾		8,180 D \$ 62.69	48,527 ⁽²⁾	D
Common Stock						651	I By 401(k) Plan
Common Stock	02/15/2017		M ⁽³⁾		1,705 A \$ 62.63	38,553	I By Spouse
Common Stock	02/15/2017		S ⁽³⁾		1,705 D \$ 62.72	36,848	I By Spouse

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

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(9-02)

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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 62.63	02/15/2017		M ⁽¹⁾	8,180	02/26/2010 02/26/2017	Common Stock	8,180
Employee Stock Option (Right to Buy)	\$ 62.63	02/15/2017		M ⁽³⁾	1,705	02/26/2010 02/26/2017	Common Stock	1,705

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STRABLE-SOETHOUT DEANNA D
711 HIGH STREET
DES MOINES, IA 50392

EVP & Chief Financial Officer

Signatures

Patrick A. Kirchner, by Power of Attorney

02/16/2017

__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 trading plan adopted by the reporting person on November 11, 2016.

(2) Includes 1,050 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

(3) Pursuant to a Rule 10b5-1 trading plan adopted by the reporting person's spouse on November 11, 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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