

PRINCIPAL FINANCIAL GROUP INC

Form 4

December 08, 2016

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

Check this box
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHOLTEN GARY 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)
12/07/2016

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP & Ch Info Officer

DES MOINES, IA 50392

4. 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

(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)
Common Stock	12/07/2016		M ⁽¹⁾	17,725 A	\$ 22.21 88,375 ⁽²⁾	D	
Common Stock	12/07/2016		S ⁽¹⁾	17,725 D	\$ 60 70,650 ⁽²⁾	D	
Common Stock	12/07/2016		M ⁽³⁾	6,755 A	\$ 56.42 77,405 ⁽²⁾	D	
Common Stock	12/07/2016		S ⁽³⁾	6,755 D	\$ 60 70,650 ⁽²⁾	D	
Common Stock					647	I	By 401(k) Plan

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Common Stock 192 I By Spouse

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 22.21	12/07/2016		M ⁽¹⁾	17,725	02/23/2013 02/23/2020	Common Stock 17,725
Employee Stock Option (Right to Buy)	\$ 56.42	12/07/2016		M ⁽³⁾	6,755	05/19/2011 05/19/2018	Common Stock 6,755

Reporting Owners

Reporting Owner Name / Address	Relationships
SCHOLTEN GARY P 711 HIGH STREET DES MOINES, IA 50392	Director 10% Owner Officer Other EVP & Ch Info Officer

Signatures

Patrick A. Kirchner, by Power of Attorney 12/08/2016

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

(2) Includes 11,642 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 on May 10, 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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