

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 STRABLE-SOETHOUT DEANNA  
 D

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)  
 02/15/2017

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

DES MOINES, IA 50392

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 02/15/2017                           |  | M <sup>(1)</sup>               |   | 8,180   | A  | \$ 62.63  |
| Common Stock                    | 02/15/2017                           |  | S <sup>(1)</sup>               |   | 8,180   | D  | \$ 62.69  |
| Common Stock                    |                                      |  |                                |   |   |  | 651   |
| Common Stock                    | 02/15/2017                           |  | M <sup>(3)</sup>               |   | 1,705   | A  | \$ 62.63  |
| Common Stock                    | 02/15/2017                           |  | S <sup>(3)</sup>               |   | 1,705   | D  | \$ 62.72  |
|                                 |                                      |  |                                |   |   |  | 38,553  |
|                                 |                                      |  |                                |   |   |  | 36,848  |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | By 401(k) Plan  |
|                                 |                                      |  |                                |   |   |  | By Spouse   |
|                                 |                                      |  |                                |   |   |  | 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 <sup>(1)</sup>               | 8,180   | 02/26/2010 02/26/2017                                    | Common Stock  | 8,180                      |
| Employee Stock Option (Right to Buy)       | \$ 62.63   | 02/15/2017                           |  | M <sup>(3)</sup>               | 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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