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PRINCIPAL FINANCIAL GROUP INC

Form 3

March 17, 2015

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement PRINCIPAL FINANCIAL GROUP INC [PFG] Everett Nora Mary (Month/Day/Year) 03/07/2015 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 711 HIGH STREET (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person DES MOINES, Â IAÂ 50392 (give title below) (specify below) Form filed by More than One President - RIS Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 31,671 (1) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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)	ative Security 2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

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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)	(2)	02/25/2023	Common Stock	17,290	\$ 30.7	D	Â
Employee Stock Option (Right to Buy)	(3)	02/24/2024	Common Stock	20,330	\$ 44.88	D	Â
Employee Stock Option (Right to Buy)	(4)	02/23/2025	Common Stock	21,780	\$ 51.33	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
r-	Director	Director 10% Owner Officer		Other		
Everett Nora Mary 711 HIGH STREET DES MOINES. IA 50392	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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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