SCHOLTEN GARY P

Form 4 May 15, 2013

FORM 4

OMB APPROVAL

5. Relationship of Reporting Person(s) to

Issuer

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

See Instruction 30(h) of the Investment Company Act of 1940

Symbol

1(b).

(Print or Type Responses)

SCHOLTEN GARY P

1. Name and Address of Reporting Person *

			PRINCIPAL FINANCIAL GROUP INC [PFG]					OUP	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)				Director 10% OwnerX_ Officer (give title Other (specify below)						
711 HIGH S	STREET		05/14/2013						Sr VP & Ch Info Officer				
(Street) 4. If Amend Filed(Month/						e Original			6. Individual or Joint/Group Filing(Check Applicable Line)				
DES MOIN	Tired(World	Fileu(Monui/Day/Tear)					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	med on Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common Stock	05/14/2013			Code M(1)	V	Amount 12,730	(D)	Price \$ 36.3	57,238 (2)	D			
Common Stock	05/14/2013			S(1)		12,730	D	\$ 37.5	44,508 (2)	D			
Common Stock									577	I	By 401(k) Plan		
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. Transactio Code (Instr. 8)			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)	\$ 36.3	05/14/2013		M <u>(1)</u>		12,730	02/24/2007	02/24/2014	Common Stock	12,730

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHOLTEN GARY P 711 HIGH STREET DES MOINES, IA 50392

Sr VP & Ch Info Officer

Signatures

Joyce N. Hoffman, by Power of Attorney 05/15/2013

**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 10b5-1 plan adopted March 12, 2013.
- (2) Includes 8,199 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

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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