## Edgar Filing: PRINCIPAL FINANCIAL GROUP INC - Form 4

PRINCIPAL FINANCIAL GROUP INC Form 4 September 26, 2016

September 20, 201	10											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL			
	N OMB Number:	3235-0	)287									
Check this box			Expires:	January	<b>/</b> 31,							
if no longer subject to Section 16. Form 4 or	STATEN	IENT OI	F CHAN	IGES IN SECUF	WNERSHIP OF	Estimated burden hou response	average urs per	2005 0.5				
Form 5 obligations may continue. See Instruction 1(b). 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 Respon	ses)											
1. Name and Address Dunbar Timothy 1	Symbol	er Name <b>and</b> IPAL FIN		r Trading	5. Relationship of Reporting Person(s) to Issuer							
INC [PFG]							(Che	eck all applicabl	e)			
(1				of Earliest T Day/Year) 2016	ransaction		Director 10% Owner X_ Officer (give title Other (specify below) below) EVP & Chief Investment Officer					
(6	(4		A TC A			,						
Filed(Month/Day/Year) Applicable Line) _X_Form filed b Form filed b							oint/Group Filing(Check One Reporting Person More than One Reporting					
DES MOINES, IA	A 50392						Person		oportung			
(City) (S	State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned			
	nsaction Date h/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		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 ( Indirect Beneficial Ownershij (Instr. 4)	l			
				Code V	Amount	(D) Price	(1150.5  and  4)					
Reminder: Report on a	a separate line	for each cl	ass of sec	urities benef	icially ow	ned directly	or indirectly.					
					infor	mation con	spond to the colle tained in this form ond unless the fo	n are not	SEC 1474 (9-02)			

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

number.

displays a currently valid OMB control

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Deriv Secu Acqu (A) o Dispu of (D (Instr 4, an	uired or osed 0) r. 3,					(Instr. 5)
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(1)	09/23/2016	А	6.9		(2)	(2)	Common Stock	6.9	\$ 49.8

## **Reporting Owners**

Reporting Owner Name / Address	ess							
	Director	10% Owner	Officer	Other				
Dunbar Timothy Mark 711 HIGH STREET DES MOINES, IA 50392			EVP & Chief Investment Officer					
Signatures								
Patrick A. Kirchner, by Power Attorney	of	09/2	6/2016					

<u>\*\*</u>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) The units convert to common stock on a one-for-one basis.

Acquired pursuant to the Principal Financial Group, Inc. Select Savings Excess Plan and may be transferred at any time into another (2) investment alternative under that plan. Interests under the plan will be settled upon the reporting person's retirement or other termination

of service.

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.