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PRINCIPAL FINANCIAL GROUP INC

Form 4

November 10, 2015

FORM	4									OMB AI	PPROVAL		
	Washington, D.C. 20549							OMB Number:	3235-0287				
Check this if no longe			_ ~	Expires: NGES IN RENEFICIAL OWNERSHIP OF			Expires:	January 31, 2005					
subject to Section 16 Form 4 or Form 5	SIAIEM 5.			SECU	JRI	TIES			Estimated a burden hou response	average Irs per			
obligations may contin	obligations may continue. See Instruction Obligations 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 Re	esponses)												
Lillis Terrance J. Symb			2. Issuer Symbol PRINCII			Ticker or T			5. Relationship of Reporting Person(s) to Issuer				
			INC [PF		11 17	TIVEIAL	OK	<i>J</i> 01	(Chec	k all applicable	e)		
(Month/D									Director 10% Owner Specify oblow) below) EVP & Chief Financial Officer				
711 HIGH STREET (Street)			4. If Amen	dment,		e Original			6. Individual or Jo Applicable Line)	oint/Group Filir	ng(Check		
DES MOINE	ES, IA 50392								_X_ Form filed by O Form filed by M Person	One Reporting Performs than One Re			
(City)	(State) (Zip)	Table	I - Nor	ı-De	rivative S	ecurit	ties Aco	quired, Disposed of	, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transa Code (Instr.		4. Securi nAcquired Disposed (Instr. 3,	l (A) o l of (D	Securities (D) Beneficially		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	Transaction(s) (Instr. 3 and 4)				
Common Stock	11/10/2015			G	V	500	D	\$0	82,085 (1)	D			
Common Stock									41	I	By 401(k) Plan		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date		4. T	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		ionNumber	Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	(Year)	Under	, ,	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	Ť				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(211512
					4, and 5)						
					4, and 3)						
									Amount		
						.	.		or		
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Lillis Terrance J. 711 HIGH STREET DES MOINES, IA 50392

EVP & Chief Financial Officer

Signatures

Patrick A. Kirchner, by Power of 11/10/2015 Attorney

> **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) Includes 10,688 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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