

MCCAUGHAN JAMES P

Form 4

August 08, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCAUGHAN JAMES P

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)

DES MOINES, IA 50392

3. Date of Earliest Transaction
(Month/Day/Year)
08/04/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

President - Global Asset Mgmt.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	08/04/2017		M ⁽¹⁾	15,148 A	\$ 60.1 210,967 ⁽²⁾	D	
Common Stock	08/04/2017		S ⁽¹⁾	15,148 D	\$ 66.98 195,819 ⁽²⁾ ⁽³⁾	D	
Common Stock	08/04/2017		M ⁽¹⁾	3,889 A	\$ 11.07 199,708 ⁽²⁾	D	
Common Stock	08/04/2017		S ⁽¹⁾	3,889 D	\$ 66.98 195,819 ⁽²⁾ ⁽³⁾	D	
	08/04/2017		M ⁽¹⁾	9,841 A	205,660 ⁽²⁾	D	

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Common Stock						\$ 22.21		
Common Stock	08/04/2017	S ⁽¹⁾	9,841	D		\$ 66.98 (3)	195,819 (2)	D
Common Stock	08/04/2017	M ⁽¹⁾	12,589	A		\$ 34.26	208,407 (2)	D
Common Stock	08/04/2017	S ⁽¹⁾	12,589	D		\$ 66.98 (3)	195,819 (2)	D
Common Stock	08/04/2017	M ⁽¹⁾	19,350	A		\$ 27.46	215,169 (2)	D
Common Stock	08/04/2017	S ⁽¹⁾	19,350	D		\$ 66.98 (3)	195,819 (2)	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 60.1	08/04/2017		M ⁽¹⁾	15,148	02/26/2011 02/26/2018	Common Stock 15,148
Employee Stock Option (Right to Buy)	\$ 11.07	08/04/2017		M ⁽¹⁾	3,889	02/24/2012 02/24/2019	Common Stock 3,889
	\$ 22.21	08/04/2017		M ⁽¹⁾	9,841	02/23/2013 02/23/2020	9,841

Employee
Stock
Option
(Right to
Buy)

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 34.26

08/04/2017

M⁽¹⁾

12,589

02/28/2014

02/28/2021

Common
Stock

12,589

Employee
Stock
Option
(Right to
Buy)

\$ 27.46

08/04/2017

M⁽¹⁾

19,350

02/27/2015

02/27/2022

Common
Stock

19,350

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCCAUGHAN JAMES P 711 HIGH STREET DES MOINES, IA 50392	President - Global Asset Mgmt.

Signatures

Patrick A. Kirchner, by Power of
Attorney

08/08/2017

__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 May 5, 2017.

(2) Includes 10,273 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.63 - \$67.18, inclusive. The reporting person undertakes to provide to Principal Financial Group, Inc., any security holder of Principal Financial Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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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