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PRINCIPAL FINANCIAL GROUP INC

Form 4

March 17, 2015

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHAFF KAREN E			2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	INC [PFG]						— (Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					DirectorX 10% OwnerX Officer (give title Other (specify below)				
711 HIGH STREET			03/13/2015					EVP, Gen'l Counsel, Secretary				
	(Street)		If Amendment, Date Original ed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)				
DES MOIN						_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								ally Owned			
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Executi any	emed on Date, if /Day/Year)	Code (Instr.	8)	4. Securi onAcquirec Disposed (Instr. 3,	d (A) of (D) 4 and (A) or)) 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)		
Common Stock	03/13/2015			Code G		Amount 1,080	(D)	Price \$ 0	84,764 (1)	D		
Common Stock									2,801	I	By Spouse	
Common Stock									500	I	By Immediate Family Member's	

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

Member's **IRA**

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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 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)	of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amou Under Securi	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo
					(A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number		Repo Trans (Instr
				Code V	(A) (D)		of Shares				

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHAFF KAREN E 711 HIGH STREET DES MOINES, IA 50392

X EVP, Gen'l Counsel, Secretary

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 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 8,265 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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