

Houston Daniel Joseph  
Form 4  
October 20, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Houston Daniel Joseph

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/19/2017

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chairman, President &amp; CEO

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

DES MOINES, IA 50392

(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	10/19/2017		M <sup>(1)</sup>	V Amount (A) or (D) Price 12,103 A \$ 34.26	174,743 <sup>(2)</sup>	D	
Common Stock	10/19/2017		S <sup>(1)</sup>	12,103 D \$ 68.04	162,640 <sup>(2)</sup>	D	
Common Stock	10/19/2017		M <sup>(1)</sup>	81,865 A \$ 27.46	244,505 <sup>(2)</sup>	D	
Common Stock	10/19/2017		S <sup>(1)</sup>	81,865 D \$ 68.04 <sup>(3)</sup>	162,640 <sup>(2)</sup>	D	
Common Stock					3,054	I	By 401(k) Plan

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

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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. 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 Share
Employee Stock Option (Right to Buy)	\$ 34.26	10/19/2017		M <sup>(1)</sup>	12,103	02/28/2014 02/28/2021	Common Stock 12,103
Employee Stock Option (Right to Buy)	\$ 27.46	10/19/2017		M <sup>(1)</sup>	81,865	02/27/2015 02/27/2022	Common Stock 81,865

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Houston Daniel Joseph 711 HIGH STREET DES MOINES, IA 50392	X Chairman, President & CEO

## Signatures

Patrick A. Kirchner, by Power of Attorney 10/20/2017

\_\_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).

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- (1) Pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 3, 2017.
- (2) Includes 3,258 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.00

- (3) - \$68.14, 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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