HOCHSCHILD ROGER C

Form 4 October 03, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

	d Address of Reportin	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) H STREET	3. Date of Earliest Transaction (Month/Day/Year) 09/29/2017					_X_ Director Officer (giv below)		Owner er (specify	
DES MO	(Street) INES, IA 50392	4. If Amendment, Date Original Filed(Month/Day/Year)					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	e I - Non-De	erivative S	ecuri	ties Acc	quired, Disposed (of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye:	ar) Executi	emed ion Date, if n/Day/Year)	3. Transaction Code (Instr. 8)	4. Security onAcquired Disposed (Instr. 3,	(A) o of (D)	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	09/29/2017			A	60	A	\$ 0 (1)	8,300	D	

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.

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

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. 5. Number Transaction of			6. Date Exercisable and		7. Title and Amount of	
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monumbay/Tear)	any (Month/Day/Year)	Code (Instr. 8)	Derivative	Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Derivati Security (Instr. 5
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(2)	09/29/2017		A	46.1	(3)	(3)	Common Stock	46.1	\$ 64.3

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HOCHSCHILD ROGER C
711 HIGH STREET X

DES MOINES, IA 50392

Signatures

Patrick A. Kirchner, by Power of Attorney 10/03/2017

**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) Grant of restricted stock units.
- (2) The units convert to common stock on a one-for-one basis.
- (3) The reported phantom stock units were acquired pursuant to the Principal Deferred Compensation Plan for Non-Employee Directors and will be settled on the reporting person's retirement.

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.

Reporting Owners 2