

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * MCCAUGHAN JAMES P (Last) (First) (Middle) 711 HIGH STREET (Street) DES MOINES, IA 50392 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP INC [PFG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) President - Global Asset Mgmt.
	3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">7/5/2017</p>	
	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	7/5/2017		M	(U)	15148	A	\$60.10	210967 (2)	D	
Common Stock	7/5/2017		S	(U)	15148	D	\$64.43 (3)	195819 (2)	D	
Common Stock	7/5/2017		M	(U)	3889	A	\$11.07	199708 (2)	D	
Common Stock	7/5/2017		S	(U)	3889	D	\$64.43 (3)	195819 (2)	D	
Common Stock	7/5/2017		M	(U)	9841	A	\$22.21	205660 (2)	D	
Common Stock	7/5/2017		S	(U)	9841	D	\$64.43 (3)	195819 (2)	D	
Common Stock	7/5/2017		M	(U)	12588	A	\$34.26	208407 (2)	D	
Common Stock	7/5/2017		S	(U)	12588	D	\$64.43 (3)	195819 (2)	D	
Common Stock	7/5/2017		M	(U)	19350	A	\$27.46	215169 (2)	D	
Common Stock	7/5/2017		S	(U)	19350	D	\$64.43 (3)	195819 (2)	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$60.10	7/5/2017		M	(U)	15148		2/26/2011	2/26/2018	Common Stock	15148	\$0	30294	D	
Employee Stock Option (Right to Buy)	\$11.07	7/5/2017		M	(U)	3889		2/24/2012	2/24/2019	Common Stock	3889	\$0	7777	D	
Employee Stock Option (Right to Buy)	\$22.21	7/5/2017		M	(U)	9841		2/23/2013	2/23/2020	Common Stock	9841	\$0	19682	D	
Employee Stock Option (Right to Buy)	\$34.26	7/5/2017		M	(U)	12588		2/28/2014	2/28/2021	Common Stock	12588	\$0	25178	D	
Employee Stock Option (Right to Buy)	\$27.46	7/5/2017		M	(U)	19350		2/27/2015	2/27/2022	Common Stock	19350	\$0	38700	D	

Explanation of Responses:

- (1) Pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 5, 2017.
- (2) Includes 10,277 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 \$64.17 - \$64.85, 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.

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

7/7/2017

**Signature of Reporting Person

Date

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

* 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).

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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