

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Weshington, D.C. 20540

Washington, D.C. 20549

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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 *				2. Issuer Name <b>and</b> Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
MCCAUGHAN JAMES P					PRINCIPAL FINANCIAL GROUP INC [ PFG ]							tor	_	10% O	wner	
(Last)	(First)	(Midd	lle)					st Transac	tion (MM/	DD/YYYY	below)	icer (give titl			er (specify	
711 HIGH ST	REET							12/27/20	)13		Presiden	ı - Giobai	l Asset M	gmı.		
(Street)					4. If Amendment, Date Original Filed (MM/DD/YYYY)							6. Individual or Joint/Group Filing (Check Applicable Line)				
DES MOINES	S, IA 50	392														
(City) (State) (Zip)												_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table I	- Non-D	eriva	tiv	e Secu	ritie	s Acquire	ed, Dispo	sed of, o	or Beneficial	ly Owned	l			
1.Title of Security (Instr. 3)				2. Tran Date	s.	2A. Deemed Executi Date, if any	d Con (1	Code A Instr. 8) D (I	Securities acquired (A) pisposed of (sinstr. 3, 4 and or (D) amount (D)	or (D) (Ins	amount of Securit owing Reported tr. 3 and 4)			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
Tab	le II - Dei	rivative S	Securitie	s Ben	efi	cially (	Own	ned ( <i>e.g.</i> ,	puts, cal	lls, warr	ants, options	s, convert	ible secur	rities)		
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)	. 1	5. Number Derivative Securities Acquired for Disposition (D) (Instr. 3, 5)	and Expiration Date s (1 (A) sed of 4 and Date Expiration		Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	of derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	Beneficial		
Phantom Stock Units		12/27/2013		Code	V	(A)	(D)	Exercisable	Date		Shares					
Finantom Stock Units	(1)	12/2//2013		A		94.9		(2)	(2)	Common Stock	94.9	\$49.38	18114.1	D		

### **Explanation of Responses:**

- (1) The units convert to common stock on a one-for-one basis.
- (2) Acquired pursuant to the Principal Financial Group, Inc. Select Savings Excess Plan and may be transferred at any time into another investment alternative under that plan. Interests under the plan will be settled upon the reporting person's retirement or other termination of service.

**Reporting Owners** 

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

### **Signatures**

Patrick A. Kirchner, by Power of Attorney

12/31/2013

<sup>\*\*</sup> Signature of Reporting Person

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### SUBSTITUTE POWER OF ATTORNEY

Under the terms of various powers of attorney (the "Powers of Attorney"), the undersigned Joyce N. Hoffman was appointed attorney-in-fact for each executive officer and director of Principal Financial Group, Inc. (the "Company") to sign on behalf of each such executive officer and director reports to be filed with the Securities and Exchange Commission pursuant to Section 13(d) and Section 16(a) of the Securities Exchange Act of 1934 and the rules promulgated thereunder. In accordance with the authority granted under the Powers of Attorney, including the power of substitution, the undersigned hereby appoints each of Patrick A. Kirchner, Michael D. Roughton and Clint Woods as substitute attorneys-in-fact, on behalf of each of the executive officers and directors of the Company, each with the power to act without any other and with full power of substitution, to exercise and execute all of the powers granted or conferred in the original Power of Attorney. By their signatures as attorneys-in-fact to this Substitute Power of Attorney, Patrick A. Kirchner, Michael D. Roughton and Clint Woods accept such appointment and agree to assume from the undersigned any and all duties and responsibilities attendant to their capacity as attorneys-in-fact.

### WE ACCEPT THIS APPOINTMENT AND SUBSTITUTION:

_/s/ Patrick A. KirchnerPatrick A. Kirchner
_/s/ Michael D. Roughton Michael D. Roughton
_/s/ Clint Woods Clint Woods
Exhibit 24