

**INITIAL STATEMENT OF 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 * <b>STRABLE-SOETHOUT DEANNA D</b>  (Last) (First) (Middle) <b>711 HIGH STREET</b>  (Street) <b>DES MOINES, IA 50392</b>  (City) (State) (Zip)			2. Date of Event Requiring Statement (MM/DD/YYYY) <b>3/7/2015</b>	3. Issuer Name and Ticker or Trading Symbol <b>PRINCIPAL FINANCIAL GROUP INC [PFG]</b>
4. 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) <b>President - US Ins. Solutions /</b>				
5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> X Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock</b>	<b>39335 (1)</b>	<b>D</b>	
<b>Common Stock</b>	<b>610</b>	<b>I</b>	<b>By 401(k) Plan</b>
<b>Common Stock</b>	<b>31048</b>	<b>I</b>	<b>By Spouse</b>
<b>Series B Non-Cumulative Perpetual Preferred Stock</b>	<b>2200</b>	<b>I</b>	<b>By Spouse</b>

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Employee Stock Option (Right to Buy)</b>	<b>2/26/2010</b>	<b>2/26/2017</b>	<b>Common Stock</b>	<b>8180</b>	<b>\$62.63</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>2/26/2011</b>	<b>2/26/2018</b>	<b>Common Stock</b>	<b>21235</b>	<b>\$60.10</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>2/24/2012</b>	<b>2/24/2019</b>	<b>Common Stock</b>	<b>13884</b>	<b>\$11.07</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>2/23/2013</b>	<b>2/23/2020</b>	<b>Common Stock</b>	<b>18905</b>	<b>\$22.21</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>2/28/2014</b>	<b>2/28/2021</b>	<b>Common Stock</b>	<b>19160</b>	<b>\$34.26</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>2/27/2015</b>	<b>2/27/2022</b>	<b>Common Stock</b>	<b>15915</b>	<b>\$27.46</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>(2)</b>	<b>2/25/2023</b>	<b>Common Stock</b>	<b>16210</b>	<b>\$30.70</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>(3)</b>	<b>2/24/2024</b>	<b>Common Stock</b>	<b>10590</b>	<b>\$44.88</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>(4)</b>	<b>2/23/2025</b>	<b>Common Stock</b>	<b>21780</b>	<b>\$51.33</b>	<b>D</b>	
<b>Phantom Stock Units</b>	<b>(5)</b>	<b>(5)</b>	<b>Common Stock</b>	<b>2646.5</b>	<b>(6)</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>2/26/2010</b>	<b>2/26/2017</b>	<b>Common Stock</b>	<b>1705</b>	<b>\$62.63</b>	<b>I</b>	<b>By Spouse</b>
<b>Employee Stock Option (Right to Buy)</b>	<b>2/26/2011</b>	<b>2/26/2018</b>	<b>Common Stock</b>	<b>1065</b>	<b>\$60.10</b>	<b>I</b>	<b>By Spouse</b>
<b>Employee Stock Option (Right to Buy)</b>	<b>7/7/2011</b>	<b>7/7/2018</b>	<b>Common Stock</b>	<b>1445</b>	<b>\$39.88</b>	<b>I</b>	<b>By Spouse</b>
<b>Employee Stock Option (Right to Buy)</b>	<b>2/24/2012</b>	<b>2/24/2019</b>	<b>Common Stock</b>	<b>7955</b>	<b>\$11.07</b>	<b>I</b>	<b>By Spouse</b>
<b>Phantom Stock Units</b>	<b>(5)</b>	<b>(5)</b>	<b>Common Stock</b>	<b>205</b>	<b>(6)</b>	<b>I</b>	<b>By Spouse</b>

**Explanation of Responses:**

- (1) Includes 521 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- (2) The options vest in three equal annual installments beginning February 25, 2014.
- (3) The options vest in three equal annual installments beginning February 24, 2015.
- (4) The options vest in three equal annual installments beginning February 23, 2016.
- (5) The reported phantom stock units were acquired pursuant to the Principal Select Savings Excess Plan and may be transferred at any time into another investment alternative under the Plan. Interests under the Plan will be settled upon the reporting person's retirement or other termination of service.
- (6) Security converts to common stock on a one-for-one basis.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>STRABLE-SOETHOUT DEANNA D</b> <b>711 HIGH STREET</b> <b>DES MOINES, IA 50392</b>			<b>President - US Ins. Solutions</b>	

**Signatures**

**Patrick A. Kirchner, by Power of Attorney**

**3/7/2015**

\*\* 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 5(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.

Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints Larry D. Zimpleman, Terrance J. Lillis, Karen E. Shaff, Patrick A. Kirchner and

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner of securities of Principal Financial Group, Inc. (the "Com

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D (or a

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of each such attorney-in-fact, may be of benefit to, in

The undersigned hereby grants to each such attorney-in-fact power and authority to do and perform any and every act and thing whatsoever requisite, necessary or

The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedules 13D, Forms 3, 4 and 5 or Form 144 with

From and after the date hereof, any Power of Attorney previously granted by the undersigned concerning the subject matter hereof is hereby revoked.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of March, 2015.

/s/ Deanna Strable-Soethout

Name: Deanna Strable-Soethout