FORM 5

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
[] Form 3 Holdings Reported
[] Form 4 Transactions

Reported

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

OMB APPROVAL OMB Number: 3235-0362 Estimated average burden hours per response... 1.0

ANNUAL 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 and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
ice J.						L FINA	NCIAI	G	RO		or	_	10% Ov	wner
(First)		(Middle)	3	S. State	ment fo					below)				r (specify
TREET						12/31/2	2012			Senior Vi	ce Presio	lent & CF	O	
(Street)											6. Individual or Joint/Group Filing (Check Applicable Line)			
ES, IA 50	0392					2/14/1				W E E	"1 11 O	D : D		
(State))	(Zip)		2/14/2013					Form Filed by One Reporting Person Form Filed by More than One Reporting Person					
	Tal	ble I - No	on-Deri	vative	Securi	ties Acqui	ired, Dis	pose	ed o	of, or Beneficially	y Owned			
				D E: D	eemed xecution ate, if		Acquired Disposed (Instr. 3,	(A) of (I) 4 and (A) or	O) l 5)	Following Reported 1 (Instr. 3 and 4)	ies Benefici Fransaction(ally Owned s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			3/15/	/2012		G (1)	206	D	\$0	371	11 (2)		D	
Derivativo	e Secı	ırities A	cquired	, Dispo	osed of	•	•	wne	ed (e.g., puts, calls,	warrant	ts, options	, convert	ible
			Code (Instr. 8)	Derivati Securitie Acquire Dispose	ve es d (A) or	and Expirati (MM/DD/Y	on Date	Secu Deri	urities ivativ	s Underlying ve Security		of Derivative Securities	10. Ownership Form of Derivative Security: Direct (D)	Beneficial Ownership
	(First) TREET (Street ES, IA 50 (State) Derivative 2. Conversion or Exercise Price of	(First) TREET (Street) ES, IA 50392 (State) Tal Derivative Secuence Sec	TREET (Street) ES, IA 50392 (State) (Zip) Table I - No Conversion or Exercise Price of Date in Content of Execution Date, if	(First) (Middle) TREET (Street) ES, IA 50392 (State) (Zip) Table I - Non-Derivative Securities Acquired 2. Tropate 2. Conversion or Exercise Price of Price of Date At Trans. Code (Instr. 8)	PRIN INC [(First) (Middle) 3. State (MM/DD TREET (Street) 4. If Ar (MM/DD ES, IA 50392 (State) (Zip) 2. Trans. Date Date Date Derivative Securities Acquired, Disposition of Exercise Price of Date Price of Date Date, if Date, if Date Securities Acquired (Instr. 8) Securities	PRINCIPA INC [PFG] (First) (Middle) 3. Statement for (MM/DD/YYYY) TREET (Street) 4. If Amendmen (MM/DD/YYYY) ES, IA 50392 (State) (Zip) 2. Trans. Date 2. Trans. Date Execution Date, if any 3/15/2012 Derivative Securities Acquired, Disposed of Execution Date, if Code Execution Date Execution	PRINCIPAL FINA INC [PFG] (First) (Middle) 3. Statement for Issuer's (MM/DD/YYYY) 12/31/2 TREET (Street) 4. If Amendment, Date Compared (MM/DD/YYYY) 2/14/2 Table I - Non-Derivative Securities Acquired (Instr. 8) Table I - Non-Derivative Securities Acquired (Instr. 8) 2. Trans. Date Execution Date, if any 3. Trans. Code (Instr. 8) 3/15/2012 G (1) Derivative Securities Acquired, Disposed of, or Beneficial Securities (Instr. 8) 2. Conversion Trans. Deemed or Exercise Price of Date Execution Date, if (Instr. 8) 2. Conversion Trans. Deemed or Exercise Price of Date Execution Date, if (Instr. 8) 3/15/2012 G (1)	PRINCIPAL FINANCIAI INC [PFG] (First) (Middle) 3. Statement for Issuer's Fiscal Young (MM/DD/YYYY) 12/31/2012 TREET (Street) 4. If Amendment, Date Original Found (MM/DD/YYYY) 12/31/2013 Table I - Non-Derivative Securities Acquired, Disposed of the Execution Date, if any 2. Trans. Date Derivative Securities Acquired (Instr. 8) Disposed (Instr. 3, any Amount 20 Securities) 2. Conversion Trans. Date Demed Date, if Date Price of Date, if Date, if Date Derivative Securities Acquired (A) or Securities Price of Date, if D	PRINCIPAL FINANCIAL GINC [PFG] (First) (Middle) 3. Statement for Issuer's Fiscal Year I (MM/DD/YYYY) 12/31/2012 TREET (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) ES, IA 50392 (State) (Zip) 2/14/2013 Table I - Non-Derivative Securities Acquired, Disposed (Instr. 8) Date Derivative Instruction Date, if any Amount (D) 3/15/2012 G (I) 206 D Derivative Securities Acquired, Disposed of, or Beneficially Ownescurities and Expiration Date or Exercise Date Date Execution Date, if Trans. Deemed or Exercise Date Date Execution Date, if Derivative Securities Acquired (A) or Amount (D) Derivative Securities Ac	PRINCIPAL FINANCIAL GROUNCE [FFG] (First) (Middle) 3. Statement for Issuer's Fiscal Year Endomody [MM/DD/YYYY) 12/31/2012 TREET (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) ES, IA 50392 (State) (Zip) 2/14/2013 Table I - Non-Derivative Securities Acquired, Disposed of Execution Date, if any [Date or Exercise of Date of Execution of Trans.] Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities) 2. Number of Date, if Date Execution Date, if Date, if Date Execution Date, if Date Date, if Date, if Date, if Date, if Date Date, if Date Date, if Date Date Date Date Date Date Date Date	Check all Chec	PRINCIPAL FINANCIAL GROUP INC [PFG] 3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY) 12/31/2012 Senior Vice Presion TREET (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 2/14/2013 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Trans. Date Execution Date, if any 3/15/2012 Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g. , puts, calls, warrant securities) 2. Trans. Deemed Code Derivative Securities Or Exercise Date Date, if Trans. Deemed or Exercise Date Date, if Trans. Deemed Date, if Trans. Code Code Execution Date, if Trans. Code Derivative Securities Acquired (A) or Derivative Securities (Instr. 8) Decemed Securities (Instr. 8) Decemed (A) or Derivative Security (Instr. 3 and 4) (Instr. 5) Securities (Instr. 5) Securities (Instr. 5) Securities (Instr. 8) Derivative Security (Instr. 5) Securities (Instr. 8) Derivative Security (Instr. 5) Securities (Instr. 5) Securities (Instr. 8) Derivative Security (Instr. 5) Securities (Instr. 8) Securities (Instr. 8) Derivative Security (Instr. 5) Securities (Instr. 8) Securities (Instr. 8) Derivative Security (Instr. 8) Securities (Instr. 8) Security (Instr. 8) Securities (Instr. 8) Derivative Security (Instr. 8) Securities (Instr. 8) Security (Instr. 8) Security (Instr. 8) Security (Instr. 8) Security (Instr. 8) S	PRINCIPAL FINANCIAL GROUP Director	PRINCIPAL FINANCIAL GROUP INC [PFG]

Explanation of Responses:

- (1) This gift was inadvertently omitted from the reporting person's original Form 5 and was not reflected in subsquently filed reports.
- (2) Includes 8,152 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

Reporting Owners

reporting Owners								
Demonting Oxymen Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Ow	nerOfficer	Otl	her			
Lillis Terrance J.								
711 HIGH STREET			Senior Vice Preside	ent & CFO				
DES MOINES, IA 50392								

Signatures

Patrick A. Kirchner, by Power of Attorney

2/14/2014

^{**} 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.