

FORM 4

[] 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
Washington, D.C. 20549**

OMB APPROVAL
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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 * SHAFF KAREN E (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"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Exec. VP and General Counsel
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">7/22/2013</p>		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	7/22/2013		M (1)		36530	A	\$36.30	100860 (2)	D	
Common Stock	7/22/2013		S (1)		36530	D	\$40.50	64330 (2)	D	
Common Stock	7/23/2013		I (3)		5793	D	\$40.53	620	I	By 401(k) Plan
Common Stock	7/23/2013		I (3)		620	D	\$41.53	0	I	By 401(k) Plan
Common Stock								2801	I	By Spouse
Common Stock								500	I	By Immediate Family Member's IRA

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				
Employee Stock Option (Right to Buy)	\$36.30	7/22/2013		M (1)		36530	2/24/2007	2/24/2014	Common Stock	36530	\$0	0	D	
Phantom Stock Units	(4)	7/23/2013		I (3)		2494.6	(5)	(5)	Common Stock	2494.6	\$40.41	0	D	

Explanation of Responses:

- (1) Pursuant to a 10b5-1 trading plan adopted by the reporting person on May 1, 2013.
- (2) Includes 8,559 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

- (3) Pursuant to a 10b5-1 trading plan adopted by the reporting person on May 12, 2013.
- (4) The units convert to common stock on a one-for-one basis.
- (5) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAFF KAREN E 711 HIGH STREET DES MOINES, IA 50392			Exec. VP and General Counsel	

Signatures

Joyce N. Hoffman, by Power of Attorney

7/24/2013

** 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.

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.