

FORM 4

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

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

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 * OKEEFE MARY A (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) Sr. VP & Chief Mktg. Off.
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/16/2013</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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	12/16/2013		M (1)		28600	A	\$36.30	77640 (2)	D	
Common Stock	12/16/2013		S (1)		28600	D	\$48.33 (3)	49040 (2)	D	
Common Stock								3347	I	By 401(k) Plan
Common Stock								211	I	By Spouse

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)	\$36.30	12/16/2013		M (1)		28600		2/24/2007	2/24/2014	Common Stock	28600	\$0	0	D	

Explanation of Responses:

- (1) Pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 15, 2013.
- (2) Includes 8,195 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Price.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.23 - \$48.45, 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 footnote (3) to this Form 4.

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
OKEEFE MARY A 711 HIGH STREET DES MOINES, IA 50392			Sr. VP & Chief Mktg. Off.	

Signatures

Patrick A. Kirchner, by Power of Attorney

12/17/2013

** 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.

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.

Date: November 30, 2013

By: _/s/ Joyce N. Hoffman_____
Name: Joyce N. Hoffman
Title: Attorney-in-Fact

WE ACCEPT THIS APPOINTMENT AND SUBSTITUTION:

_/s/ Patrick A. Kirchner_____
Patrick A. Kirchner

_/s/ Michael D. Roughton_____
Michael D. Roughton

_/s/ Clint Woods _____
Clint Woods

Exhibit 24