

Houston Daniel Joseph
 Form 4
 January 04, 2013

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Houston Daniel Joseph

2. Issuer Name and Ticker or Trading Symbol
 PRINCIPAL FINANCIAL GROUP INC [PFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 711 HIGH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/02/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres.-Ret., Ins. & Fin. Svcs.

DES MOINES, IA 50392

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/02/2013 | | M ⁽¹⁾ | 33,915 A | \$ 27.57 | 110,745 | D |
| Common Stock | 01/02/2013 | | S ⁽¹⁾ | 33,915 D | \$ 29.11 <u>(2)</u> | 76,830 | D |
| Common Stock | 01/02/2013 | | M ⁽¹⁾ | 43,270 A | \$ 11.07 | 120,100 | D |
| Common Stock | 01/02/2013 | | S ⁽¹⁾ | 43,270 D | \$ 28.95 <u>(3)</u> | 76,830 | D |
| | | | | | | 2,618 | I |

Common
Stock

By 401(k)
Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Employee Stock Option (Right to Buy) | \$ 27.57 | 01/02/2013 | | M ⁽¹⁾ | 33,915 | 02/25/2006 02/25/2013 | | Common Stock | 33,915 |
| Employee Stock Option (Right to Buy) | \$ 11.07 | 01/02/2013 | | M ⁽¹⁾ | 43,270 | 02/24/2010 02/24/2019 | | Common Stock | 43,270 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Houston Daniel Joseph 711 HIGH STREET DES MOINES, IA 50392 | | | Pres.-Ret., Ins. & Fin. Svcs. | |

Signatures

Joyce E. Hoffman, by Power of Attorney
01/04/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Pursuant to 10b5-1 plan adopted December 3, 2012.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.96 to \$29.22.

(2) The reporting person undertakes to provide Principal Financial Group security holder thereof, or the staff of the Securities and Exchange Commission, upon request, full information regarding the shares sold at each separate price within the range set forth within the footnote.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.77 to \$29.19.

(3) The reporting person undertakes to provide Principal Financial Group security holder thereof, or the staff of the Securities and Exchange Commission, upon request, full information regarding the shares sold at each separate price within the range set forth within the footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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