

Dunbar Timothy Mark
Form 3
January 11, 2013

FORM 3

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

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Dunbar Timothy Mark		(Month/Day/Year)	PRINCIPAL FINANCIAL GROUP INC [PFG]	
(Last)	(First)	(Middle)	01/01/2013	
711 HIGH STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
DES MOINES,Â IAÂ 50392			☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) SVP & Chief Investment Officer	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 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)
Common Stock	45,593 ⁽¹⁾	D	Â
Common Stock	114	I	By Spouse

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	--	--	--	--	--

Edgar Filing: Dunbar Timothy Mark - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	02/25/2006	02/25/2013	Common Stock	4,930	\$ 27.57	D	Â
Employee Stock Option (Right to Buy)	02/24/2007	02/24/2014	Common Stock	4,280	\$ 36.3	D	Â
Employee Stock Option (Right to Buy)	11/12/2007	11/12/2014	Common Stock	685	\$ 38.74	D	Â
Employee Stock Option (Right to Buy)	02/28/2008	02/28/2015	Common Stock	8,745	\$ 39.02	D	Â
Employee Stock Option (Right to Buy)	02/27/2009	02/27/2016	Common Stock	8,275	\$ 49.25	D	Â
Employee Stock Option (Right to Buy)	02/26/2010	02/26/2017	Common Stock	7,925	\$ 62.63	D	Â
Employee Stock Option (Right to Buy)	02/26/2011	02/26/2018	Common Stock	19,905	\$ 60.1	D	Â
Employee Stock Option (Right to Buy)	02/24/2012	02/24/2019	Common Stock	17,704	\$ 11.07	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	02/23/2020	Common Stock	11,400	\$ 22.21	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	02/28/2021	Common Stock	11,125	\$ 34.26	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	02/27/2022	Common Stock	15,685	\$ 27.46	D	Â
Phantom Stock Units	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	4,083	\$ <u>(6)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunbar Timothy Mark 711 HIGH STREET DES MOINES, IA 50392	Â	Â	Â SVP & Chief Investment Officer	Â

Signatures

Timothy M.
Dunbar

01/11/2013

 Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) Includes 2,919 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

(2) The options vest in three equal annual installments beginning February 23, 2011.

(3) The options vest in three equal annual installments beginning February 28, 2012.

(4) The options vest in three equal annual installments beginning February 27, 2013.

Acquired pursuant to the Principal Financial Group, Inc. Select Savings Excess Plan and may be transferred at any time into another
(5) investment alternative under that 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.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.