

Eucher Ralph Craig
Form 3
March 19, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 Eucher Ralph Craig	(Month/Day/Year)	PRINCIPAL FINANCIAL GROUP INC [PFG]
(Last) (First) (Middle)	03/09/2013	
711 HIGH STREET		4. Relationship of Reporting Person(s) to Issuer
(Street)		(Check all applicable)
		☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) EVP - HR & Corp Svcs
DES MOINES,Â IAÂ 50392		5. If Amendment, Date Original Filed(Month/Day/Year)
(City) (State) (Zip)		
		6. Individual or Joint/Group Filing(Check Applicable Line)
		☒ Form filed by One Reporting Person
		☐ Form filed by More than One Reporting Person

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	36,838	D	Â

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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	02/28/2008	02/28/2015	Common Stock	13,265	\$ 39.02	D	Â
Employee Stock Option (Right to Buy)	02/27/2009	02/27/2016	Common Stock	9,480	\$ 49.25	D	Â
Employee Stock Option (Right to Buy)	02/26/2010	02/26/2017	Common Stock	7,335	\$ 62.63	D	Â
Employee Stock Option (Right to Buy)	02/26/2011	02/26/2018	Common Stock	10,320	\$ 60.1	D	Â
Employee Stock Option (Right to Buy)	05/19/2011	05/19/2018	Common Stock	5,775	\$ 56.42	D	Â
Employee Stock Option (Right to Buy)	02/23/2013	02/23/2020	Common Stock	20,260	\$ 22.21	D	Â
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	02/28/2021	Common Stock	14,995	\$ 34.26	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	02/27/2022	Common Stock	21,250	\$ 27.46	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	02/25/2023	Common Stock	33,900	\$ 30.7	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eucher Ralph Craig 711 HIGH STREET DES MOINES, IA 50392	Â	Â	Â EVP - HR & Corp Svcs	Â

Signatures

By Ralph Craig
Eucher 03/19/2013

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

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

(3) The options vest in three equal annual installments beginning February 25, 2014.

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.