Tallett Elizabeth E Form 4 August 08, 2017

# FORM 4

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

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 \*

Tallett Elizabeth E

(Last) (First)

DES MOINES, IA 50392

(Middle)

711 HIGH STREET

(Street)

PRINCIPAL FINANCIAL GROUP INC [PFG]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

Symbol

(Month/Day/Year) 08/04/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

Issuer

below)

Person

X Director

Applicable Line)

Officer (give title

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

(Zip)

Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

3.

Disposed of (D)

(Instr. 3, 4 and 5)

4. Securities

(A)

or Code V Amount (D) Price

Securities Beneficially Owned

5. Amount of

Following Reported Transaction(s)

(Instr. 3 and 4)

(I)

(Instr. 4) (Instr. 4)

(D) or Indirect Beneficial

6. Ownership

Form: Direct

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(9-02)

Indirect

Estimated average

burden hours per

Persons who respond to the collection of SEC 1474

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

1. Title of Derivative

Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

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

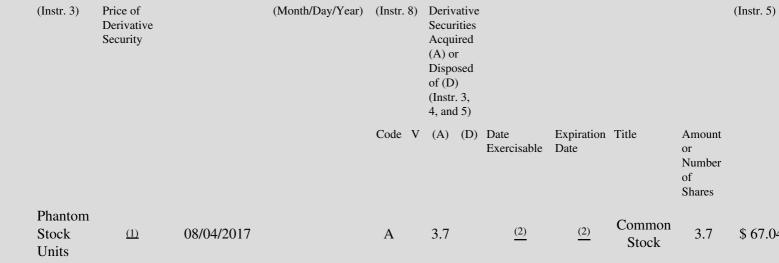
5. TransactionNumber of Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price of **Underlying Securities** (Instr. 3 and 4)

Derivativ Security

#### Edgar Filing: Tallett Elizabeth E - Form 4



## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tallett Elizabeth E				
711 HIGH STREET	X			
DES MOINES, IA 50392				

## **Signatures**

Patrick A. Kirchner, by Power of Attorney 08/08/2017

\*\*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) The units convert to common stock on a one-for-one basis.
- (2) The reported phantom stock units were acquired pursuant to the Principal Deferred Compensation Plan for Non-Employee Directors and will be settled on the reporting person's retirement.

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.

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