

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-11** | Period of Report: **2013-01-01**
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REPORTING OWNER

Dunbar Timothy Mark

CIK: **1565742**

Type: **3** | Act: **34** | File No.: **001-16725** | Film No.: **13526035**

Mailing Address
*711 HIGH STREET
DES MOINES IA 50392*

ISSUER

PRINCIPAL FINANCIAL GROUP INC

CIK: **1126328** | IRS No.: **421520346** | State of Incorporation: **DE** | Fiscal Year End: **0224**
SIC: **6321** Accident & health insurance

Mailing Address
*711 HIGH STREET
DES MOINES IA 50392-0300*

Business Address
*711 HIGH STREET
DES MOINES IA 50392-0300
5152475111*

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

1. Name and Address of Reporting Person <u>Dunbar Timothy Mark</u> (Last) (First) (Middle) 711 HIGH STREET (Street) DES MOINES, IA 50392 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2013	3. Issuer Name and Ticker or Trading Symbol <u>PRINCIPAL FINANCIAL GROUP INC [PFG]</u>	
		4. 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) <u>SVP & Chief Investment Officer</u>	5. If Amendment, Date Original Filed (Month/Day/Year) 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

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	
Common Stock	114	I	By Spouse

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 (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy)	02/25/2006	02/25/2013	Common Stock	4,930	\$27.57	D	
Employee Stock Option (Right to Buy)	02/24/2007	02/24/2014	Common Stock	4,280	\$36.3	D	
Employee Stock Option (Right to Buy)	11/12/2007	11/12/2014	Common Stock	685	\$38.74	D	
Employee Stock Option (Right to Buy)	02/28/2008	02/28/2015	Common Stock	8,745	\$39.02	D	
Employee Stock Option (Right to Buy)	02/27/2009	02/27/2016	Common Stock	8,275	\$49.25	D	
Employee Stock Option (Right to Buy)	02/26/2010	02/26/2017	Common Stock	7,925	\$62.63	D	
Employee Stock Option (Right to Buy)	02/26/2011	02/26/2018	Common Stock	19,905	\$60.1	D	
Employee Stock Option (Right to Buy)	02/24/2012	02/24/2019	Common Stock	17,704	\$11.07	D	

Employee Stock Option (Right to Buy)	(2)	02/23/2020	Common Stock	11,400	\$22.21	D	
Employee Stock Option (Right to Buy)	(3)	02/28/2021	Common Stock	11,125	\$34.26	D	
Employee Stock Option (Right to Buy)	(4)	02/27/2022	Common Stock	15,685	\$27.46	D	
Phantom Stock Units	(5)	(5)	Common Stock	4,083	(6)	D	

Explanation of Responses:

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

Signatures

Timothy M. Dunbar

** Signature of Reporting Person

01/11/2013

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 Number.