

Valdes Luis E.
Form 3
March 09, 2012

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 Valdes Luis E.		(Month/Day/Year)	PRINCIPAL FINANCIAL GROUP INC [PFG]	
(Last)	(First)	(Middle)	03/01/2012	
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			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President - Principal Int'l	

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	26,980 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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)	02/24/2007	02/24/2014	Common Stock	11,250	\$ 36.3	D	Â
Employee Stock Option (Right to Buy)	02/28/2008	02/28/2015	Common Stock	14,275	\$ 39.02	D	Â
Employee Stock Option (Right to Buy)	02/27/2009	02/27/2016	Common Stock	6,270	\$ 49.25	D	Â
Employee Stock Option (Right to Buy)	02/26/2010	02/26/2017	Common Stock	7,480	\$ 62.63	D	Â
Employee Stock Option (Right to Buy)	02/26/2011	02/26/2018	Common Stock	10,375	\$ 60.1	D	Â
Employee Stock Option (Right to Buy)	02/24/2012	02/24/2019	Common Stock	5,939	\$ 11.07	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	02/23/2020	Common Stock	18,327	\$ 22.21	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	02/28/2021	Common Stock	18,390	\$ 34.26	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	02/27/2022	Common Stock	41,675	\$ 27.46	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Valdes Luis E. 711 HIGH STREET DES MOINES, IA 50392	Â	Â	Â President - Principal Int'l	Â

Signatures

Joyce N. Hoffman, by Power of Attorney
 Date: 03/09/2012
**Signature of Reporting Person

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 6,309 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.

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.