

Lillis Terrance J.  
Form 5  
February 14, 2013

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person *			2. Issuer Name <b>and</b> Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
Lillis Terrance J.			PRINCIPAL FINANCIAL GROUP INC [PFG]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			12/31/2012		<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
711 HIGH STREET			4. If Amendment, Date Original Filed(Month/Day/Year)		Senior Vice President & CFO	
(Street)					6. Individual or Joint/Group Reporting	
DES MOINES, IA 50392					(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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	09/10/2012	^	L <sup>(1)</sup>	355	A	\$ 27.92	37,617 <sup>(2)</sup>	D	^
Common Stock	09/14/2012	^	G <sup>(1)</sup>	300	D	\$ 0	37,317 <sup>(2)</sup>	D	^
Common Stock	^	^	^	^	^	^	39	I	By 401(k) Plan
Common Stock	^	^	^	^	^	^	303	I	By Spouse

