PRINCIPAL FINANCIAL GROUP INC

Form 4 April 15, 2003

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

_ 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

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and A			me and Tic		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
Zimpleman, L (Last) 711 High Stree	of Reporting Person,					Statement for onth/Day/Year oril 11, 2003	Director 10% Owner X Officer (give	_ Director					
							Executive Vice President	Executive Vice President					
(Street) Des Moines, IA 50392							Da	If Amendment, ate of Original Ionth/Day/Year)	7. Individual or Joint/Group F (Check Applicable Line) X Form filed by One Reportin Person				
									Form filed by	Form filed by More than One Reporting Person			
(City	T	`able	e I Non-E)erivat	posed of, or Beneficially Owned								
1. Title of Security (Instr. 3)	action Execution		3. Trans action C (Instr. 8	ode	4. Securities Acquired (A) or Disposed of (D (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially		7. Nature of Indirect Beneficial			
	(Month/ Day/ Year)	, , , , , , , , , , , , , , , , , , ,	Code	V	Amount	(A) or (D)	Price	⊣	or Indirect (I) (Instr. 4)				

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

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

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

	(e.g., pass, cans, warrants, options, conversion securities,													
1. Title of	2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature			
Derivative	sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect			
Security	Exercise	Date	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial			
	Price of		Date,	Code	Derivative	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership			
(Instr. 3)	Derivative	(Month/	if any		Securities	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)			
		Day/	(Month/	(Instr.	Acquired				Following	ative				
		Year)	Day/	8)	(A) or				Reported	Security:				
			Year)		Disposed				Transaction(s)	Direct				
					of (D)				(Instr. 4)	(D)				
I							1							

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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						(Instr. 3, 4 & 5)								or Indirect (I)	
				Code	V	(A)			Expira-	Title	Amount			(Instr. 4)	
								Exer-cisable	Date		or Number				
											of Shares				
Phantom	1-for-1	4/11/2003		$\mathbf{A}_{\underline{}}^{(1)}$		53.98		(2)	_	Common	53.98	\$28.73	1,529.33	D	
Stock Units										Stock					

Explanation of Responses:

By: /s/ <u>Joyce N. Hoffman</u>
Attorney-in-Fact
**Signature of Reporting Person

<u>April 15, 2003</u> Date

**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.

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⁽¹⁾ Pursuant to 10b5-1 plan adopted February 27, 2002.

⁽²⁾ The reported phantom stock units were acquired pursuant to the Principal Select Savings Excess Plan and may be transferred at any time into another investment alternative under the plan. Interests under the plan will be settled upon the reporting person's retirement or other termination of service.