GERSIE MICHAEL H

Form 4

February 15, 2007

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

5 Relationship of Reporting Person(s) to

1(b).

Common

Common

Common

Common

Stock

Stock

Stock

Stock

02/13/2007

02/13/2007

02/13/2007

02/13/2007

(Print or Type Responses)

1 Name and Address of Reporting Person *

	CHAEL H	- -	Symbol PRINCI	PAL FIN			C	Issuer	k all applicable	, ,
(Last) 711 HIGH S	· · · · · · · · · · · · · · · · · · ·	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2007					Director 10% OwnerX Officer (give title Other (specify below) Executive Vice President/CFO		
DES MOINE	(Street) ES, IA 50392			· ·	Č	1		Applicable Line) _X_ Form filed by C Form filed by M	One Reporting Per	rson
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	n Date, if	3. Transaction Code (Instr. 8)	on(A) or Di	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	02/13/2007			S <u>(1)</u>	200	D	\$ 62.67	39,019 (2)	D	
	(Last) 711 HIGH S DES MOINI (City) 1.Title of Security (Instr. 3)	711 HIGH STREET (Street) DES MOINES, IA 50392 (City) (State) 1.Title of 2. Transaction Date (Month/Day/Year) (Instr. 3) Common 02/13/2007	(Last) (First) (Middle) 711 HIGH STREET (Street) DES MOINES, IA 50392 (City) (State) (Zip) 1.Title of 2. Transaction Date Security (Month/Day/Year) Executio any (Month/I	GERSIE MICHAEL H Symbol PRINCI INC [PF (Last) (First) (Middle) 3. Date of (Month/D 711 HIGH STREET 02/13/20 (Street) 4. If Ame Filed(Month) DES MOINES, IA 50392 (City) (State) (Zip) Table 1. Title of Security (Month/Day/Year) (Instr. 3) 2A. Deemed Execution Date, if any (Month/Day/Year) Common 02/13/2007	GERSIE MICHAEL H PRINCIPAL FININC [PFG] (Last) (First) (Middle) 3. Date of Earliest Tr (Month/Day/Year) 711 HIGH STREET 02/13/2007 (Street) 4. If Amendment, Da Filed(Month/Day/Year) DES MOINES, IA 50392 (City) (State) (Zip) Table I - Non-D 1. Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 3) Code V Common 02/13/2007 Code V	GERSIE MICHAEL H Symbol PRINCIPAL FINANCIA INC [PFG] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 711 HIGH STREET (Street) 4. If Amendment, Date Origina Filed(Month/Day/Year) DES MOINES, IA 50392 (City) (State) (Zip) Table I - Non-Derivative 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Security (Month/Day/Year) Execution Date, if Transaction(A) or Diany (Instr. 3) (Month/Day/Year) (Instr. 3, (Month/Day/Year) (Instr. 8) Code V Amount Common 02/13/2007	GERSIE MICHAEL H Symbol PRINCIPAL FINANCIAL GR INC [PFG] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 711 HIGH STREET 02/13/2007 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) DES MOINES, IA 50392 (City) (State) (Zip) Table I - Non-Derivative Secur 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Accurity (Month/Day/Year) Execution Date, if Transaction(A) or Dispose any Code (Instr. 3, 4 and (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) Common 02/13/2007	PRINCIPAL FINANCIAL GROUP INC [PFG] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 711 HIGH STREET 02/13/2007 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) DES MOINES, IA 50392 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) (Instr. 3) (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Code V Amount (D) Price Common 02/13/2007 S(1) 200 D	GERSIE MICHAEL H Symbol PRINCIPAL FINANCIAL GROUP INC [PFG] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) DES MOINES, IA 50392 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Disposed of (Disposed of (Dis	GERSIE MICHAEL H Symbol PRINCIPAL FINANCIAL GROUP INC [PFG] (Last) (First) (Middle) (Month/Day/Year) (Street) Applicable Line) (Street) Applicable Line) Applicable Line) X. Form filed by One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficiall 1.Title of 2. Transaction Date Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Street) Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reperson Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficiall 1.Title of 2. Transaction Date Security (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3, 4 and 5) Applicable Line) X. Form filed by More than One Reperson Code (Instr. 3, 4 and 5) Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4) Common O2/13/2007 Code V Amount (D) Price Common O2/13/2007 S(1) 200 D Sanotic all applicable (Check all applicable (Check all applicable (Instr. 3 and 4)

 $S_{\underline{(1)}}$

 $S^{(1)}$

 $S^{(1)}$

 $S^{(1)}$

D

D

 $38,719^{(2)}$

38,519 (2)

38,419 (2)

37,519 (2)

D

D

D

D

300

200

100

900

Edgar Filing: GERSIE MICHAEL H - Form 4

Common Stock	3,506 <u>(3)</u>	I	By Spouse
Common Stock	451	I	By 401(k) Plan
Common Stock	224	I	By Spose's 401(k) Plan

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

GERSIE MICHAEL H
711 HIGH STREET Executive Vice President/CFO
DES MOINES, IA 50392

Signatures

Joyce N. Hoffman, by Power of Attorney 02/15/2007

**Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: GERSIE MICHAEL H - Form 4

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) Pursuant to 10b5-1 plan executed February 8, 2007.
- (2) Includes 2,889 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- (3) Includes 1,724 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

Remarks:

Form 4 - Part 2 of 2

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.