

PRINCIPAL FINANCIAL GROUP INC  
 Form 4  
 December 05, 2007

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GRISWELL J BARRY**

2. Issuer Name and Ticker or Trading Symbol  
**PRINCIPAL FINANCIAL GROUP INC [PFG]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**711 HIGH STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/03/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

**DES MOINES, IA 50392**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/03/2007		M <sup>(1)</sup>		139,435 A \$ 36.3	303,224 <sup>(2)</sup>	D
Common Stock	12/03/2007		S <sup>(1)</sup>		700 D \$ 63.51	302,524 <sup>(2)</sup>	D
Common Stock	12/03/2007		S <sup>(1)</sup>		100 D \$ 63.52	302,424 <sup>(2)</sup>	D
Common Stock	12/03/2007		S <sup>(1)</sup>		400 D \$ 63.53	302,024 <sup>(2)</sup>	D
Common Stock	12/03/2007		S <sup>(1)</sup>		1,100 D \$ 63.54	300,924 <sup>(2)</sup>	D

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Common Stock	12/03/2007	<u>S(1)</u>	900	D	\$ 63.55	300,024 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	400	D	\$ 63.56	299,624 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	400	D	\$ 63.57	299,224 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	500	D	\$ 63.58	298,724 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	1,400	D	\$ 63.59	297,324 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	1,100	D	\$ 63.6	296,224 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	2,400	D	\$ 63.61	293,824 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	2,200	D	\$ 63.62	291,624 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	800	D	\$ 63.63	290,824 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	400	D	\$ 63.64	290,424 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	600	D	\$ 63.65	289,824 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	400	D	\$ 63.67	289,424 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	200	D	\$ 63.68	289,224 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	400	D	\$ 63.69	288,824 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	500	D	\$ 63.72	288,324 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	200	D	\$ 63.73	288,124 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	500	D	\$ 63.74	287,624 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	600	D	\$ 63.77	287,024 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	400	D	\$ 63.78	286,624 <u>(2)</u>	D
Common Stock	12/03/2007	<u>S(1)</u>	300	D	\$ 63.79	286,324 <u>(2)</u>	D
	12/03/2007	<u>S(1)</u>	800	D	\$ 63.8	285,524 <u>(2)</u>	D

Common Stock							
Common Stock	12/03/2007	S <sup>(1)</sup>	1,000	D	\$ 63.81	284,524 <sup>(2)</sup>	D
Common Stock	12/03/2007	S <sup>(1)</sup>	800	D	\$ 63.82	283,724 <sup>(2)</sup>	D
Common Stock	12/03/2007	S <sup>(1)</sup>	900	D	\$ 63.83	282,824 <sup>(2)</sup>	D
Common Stock	12/03/2007	S <sup>(1)</sup>	400	D	\$ 63.84	282,424 <sup>(2)</sup>	D

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

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 36.3	12/03/2007		M <sup>(1)</sup>	139,435	<sup>(3)</sup>	02/24/2014	Common Stock	139,435

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRISWELL J BARRY 711 HIGH STREET DES MOINES, IA 50392	X		Chairman and CEO	

## Signatures

Joyce N. Hoffman, by Power of  
Attorney

12/05/2007

\_\_Signature of Reporting Person

Date

## 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 a 10b5-1 plan adopted December 15, 2006, as amended on August 7, 2007.
  - (2) Includes 3,306 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
  - (3) The option vested in three equal annual installments beginning February 24, 2005.

### Remarks:

This is the first of five Form 4s filed by the reporting person on the same date.

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