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OKEEFE MAR Form 4											
October 19, 201	1								PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT 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								Estimated burden hou response	Estimated average burden hours per response 0.5		
(Print or Type Resp	onses)										
1. Name and Addre OKEEFE MAR	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			3. Date of Earliest Transaction (Month/Day/Year) 10/15/2010				Director 10% Owner X Officer (give title Other (specify below) below) Sr. VP & Chief Mktg. Off.				
(Street) 4. If Amendmen Filed(Month/Day DES MOINES, IA 50392					/Day/Year) Applicable Line) _X_ Form filed by Form filed by N				oint/Group Filing(Check One Reporting Person More than One Reporting		
(City)	(State)	(Zip)	Tab	le I - Non-J	Derivative	Securities A	Person	of, or Beneficia	ally Owned		
	ransaction Date onth/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3.	4. Securit mAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	5. Amount of	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect		
Reminder: Report o	on a separate line	e for each cl	ass of sec	urities bene	Perso inform requir	ns who res nation cont red to resp nys a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Derivati
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	ve		Acqu (A) of Disp of (E	or osed)) r. 3, 4,				(Instr	(Instr. 5
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(1)	10/15/2010	А		23.9	(2)	(2)	Common Stock	23.9	\$ 26.4

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
OKEEFE MARY A 711 HIGH STREET DES MOINES, IA 50392			Sr. VP & Chief Mktg. Off.					
Signatures								
Joyce N. Hoffman, by Power of Attorney	f	10/19/2010						
**Signature of Reporting Person		Da	te					

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) Security converts to common stock on a one-for-one basis.

The reported phantom stock units were acquired pursuant to the Principal Select Savings Excess Plan and may be transferred at any time(2) 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.

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.