## Edgar Filing: LAWLER JULIA M - Form 4

LAWLER JU	ULIA M										
Form 4 November 3	0 2010										
	Л								PPROVAL		
FORM	UNITED	STATES		RITIES A shington			E COMMISSION	N OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 o	ger <b>STATEN</b> 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 5 obligatio may cont See Instru 1(b).	ns Section 17(		Public U		ding Con	on					
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> LAWLER JULIA M			2. Issuer Name <b>and</b> Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP				5. Relationship of Reporting Person(s) to Issuer				
		INC [PFG]					(Check all applicable)				
(Last) (First) (Middle) 711 HIGH STREET			3. Date of Earliest Transaction (Month/Day/Year) 11/26/2010				Director 10% Owner X Officer (give title Other (specify below) Sr VP & Ch Invst Officer				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
DES MOIN	ES, IA 50392							More than One R			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities .	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4	(A) or of (D) • and 5) (A) or	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Ren	ort on a senarate line	for each cl	ass of sec	Code V		(D) Price					
Kenninder, Kep	ort on a separate line			unities dene	Perso inform requir	ns who re nation con ed to resp ys a curre	espond to the colle ntained in this form bond unless the fo ently 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	(Mor	nth/Day/Year)	(Instr. 3		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 5		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	11/26/2010		А		28.2		(2)	(2)	Common Stock	28.2	\$ 27.5

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
LAWLER JULIA M 711 HIGH STREET DES MOINES, IA 50392			Sr VP & Ch Invst Officer					
Signatures								
Joyce N. Hoffman, by Power of Attorney		11/30						
**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.