Edgar Filing: GELATT DANIEL - Form 4

Check this box if no longer subject to Section 16. UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires:								OMB Number: Expires: Estimated a burden hou response	irs per		
 (Print or Type Responses) 1. Name and Address of Reporting Person[*] GELATT DANIEL 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) 3. Date (Mont				Date of Earliest Transaction Month/Day/Year) 2/03/2010				X_ Director 10% Owner Officer (give title Other (specify below) below)			
				nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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)	Execution any	ned 1 Date, if	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed	ties l (A) c l of (D	or))	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	12/03/2010			А	349	А	\$ 0 (1)	19,370	D		
Common Stock								301,506	Ι	By Gingko LLC	

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

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 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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				
GELATT DANIEL 711 HIGH STREET DES MOINES, IA 50392	Х							
Signatures								
Joyce N. Hoffman, by Power o Attorney	f	12/07	/2010					
**Signature of Reporting Person		Da	te					
Explanation of Responses:								

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) Grant of restricted stock units.

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.