Edgar Filing: PRINCIPAL FINANCIAL GROUP INC - Form 4

PRINCIPA Form 4	L FINANCIAL G	BROUP IN	, IC	-		-						
April 19, 20)11											
FORM	ЛЛ									APPROVAL	L	
	UNITED	STATES		RITIES Ishingto				COMMISSION	OMB Number:	3235-0)287	
Check t if no los	laer								Expires:	January	/ 31, 2005	
subject	to STATE	MENT O	F CHAI			Estimated average						
Section Form 4				SECU	JK	ITIES				burden hours per		
Form 5		rsuant to S	Section	16(a) of	the	e Securi	ties Excha	nge Act of 1934,	response.		0.5	
obligati	ons Section 17							of 1935 or Section	n			
may co See Inst	ntinue.			•		•	ny Act of 1					
1(b).												
(Print or Type	Responses)											
1 Name and	Address of Reporting	Person *	2.1	N		T. 1	T I	5. Relationship o	f Reporting Pe	rson(s) to		
	ELIZEBETH E		2. Issue Symbol	er Name a	na	Ticker of	Trading	Issuer	r Reporting r e	13011(3) 10		
				IPAL F	IN	ANCIA	L GROUP	,				
			INC [PFG]					(Check all applicable)				
(Last)	(First) ((Middle)	3. Date of	of Earliest	Tra	ansaction		X Director	10	% Owner		
			(Month/Day/Year)					Officer (give titleOther (specify				
711 HIGH STREET			04/15/2	2011				below) below)				
	(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
			Filed(Mo	onth/Day/Y	ear))		Applicable Line)		_		
DEGMOU								_X_ Form filed by Form filed by I				
DES MOI	NES, IA 50392							Person		1 8		
(City)	(State)	(Zip)	Tab	ole I - Non	1-D	erivative	Securities A	cquired, Disposed o	f, or Beneficia	ally Owned		
1.Title of	2. Transaction Date			3.		4. Securit			6. Ownership	7. Nature	of	
Security (Instr. 3)	(Month/Day/Year)	Execution any	Date, if	Code		Acquired Disposed			Form: Direct (D) or Indirect	Indirect Beneficial		
(11154170)		(Month/Da	ay/Year)	(Instr. 8)		(Instr. 3,		Owned	(I)	Ownership		
								0	(Instr. 4)	(Instr. 4)		
							(A)	Reported Transaction(s)				
				Code V	V	Amount	or (D) Price	(Instr. 3 and 4)				
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities ber	nefi	icially ow	ned directly o	or indirectly.				
								pond to the colled		SEC 1474		
								ained in this form ond unless the for		(9-02)		
								ntly valid OMB cor				

 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.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

number.

Edgar Filing: PRINCIPAL FINANCIAL GROUP INC - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Derivative 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>	04/15/2011		А		8		(2)	(2)	Common Stock	8	\$ 31.4

Reporting Owners

Reporting Owner Name / Address				
reporting officer thank for the	Director	10% Owner	Officer	Other
TALLETT ELIZEBETH E 711 HIGH STREET DES MOINES, IA 50392	Х			
Signatures				
Joyce N. Hoffman, by Power of Attorney	f	04/19	/2011	

**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) The units convert to common stock on a one-for-one basis.
- (2) The reported phantom stock units were acquired pursuant to the Principal Deferred Compensation Plan for Non-Employee Directors and will be settled on the reporting person's retirement.

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.