## Edgar Filing: LAWLER JULIA M - Form 4

| LAWLER J<br>Form 4<br>May 17, 20  |   |                             |                  |  |   |  |  |  |   |  |
|---|---|-----------------------------|------------------|--|---|--|--|--|---|--|
| FORM  | OMB A<br>OMB<br>Number:   | PPROVAL<br>3235-0287        |                  |  |   |  |  |  |   |  |
| Check t<br>if no lor<br>subject<br>Section<br>Form 4<br>Form 5<br>obligati<br>may cor<br><i>See</i> Inst<br>1(b). | nger<br>to<br>16.<br>or<br>Filed pur<br>ons<br>ntinue.  | rsuant to S<br>(a) of the 1 | Section Public U | ties Excha   | WNERSHIP OF<br>inge Act of 1934,<br>of 1935 or Sectio<br>1940   | Estimated<br>burden hou<br>response                    | urs per  | 5  |   |  |
| (Print or Type  | Responses)  |                             |                  |  |   |  |  |  |   |  |
| 1. Name and<br>LAWLER   | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>PRINCIPAL FINANCIAL GROUP<br>INC [PFG] |                             |                  |  | <ul><li>5. Relationship of Reporting Person(s) to Issuer</li><li>P (Check all applicable)</li></ul>     |  |  |  |   |  |
| (Last)<br>711 HIGH  | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>05/13/2011                               |                             |                  |  | Director 10% Owner<br>X Officer (give title Other (specify<br>below) below)<br>Sr VP & Ch Invst Officer |  |  |  |   |  |
|   | 4. If Amendment, Date Original Filed(Month/Day/Year)  |                             |                  | <ul> <li>6. Individual or Joint/Group Filing(Check<br/>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |   |  |  |  |   |  |
|   | NES, IA 50392   |                             |                  |  |   |  | Person   | wore than one R  | epotting  |  |
| (City)  | (State)   | (Zip)                       | Tab              | ole I - Non-J  | Derivative  | Securities A   | Acquired, Disposed o   | of, or Beneficia   | lly Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year)   | Execution any               | Date, if         | 3.<br>Transactic<br>Code<br>(Instr. 8)<br>Code V   |   | (A) or<br>of (D)                                       | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Reminder: De  | port on a separate line   | for each a                  | ass of see       |  |   |  |  |  |   |  |
| Kenninder: Ke   | port on a separate line   |                             | ass 01 sec       | unues bene   | Perso<br>inforn<br>requir   | ns who res<br>nation con<br>red to resp<br>nys a curre | spond to the collect<br>tained in this form<br>ond unless the for<br>ntly valid OMB col            | are not<br>m   | SEC 1474<br>(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<br>Derivative<br>Security | (Month/Day/ | Year) (Instr. 8 | Acquin<br>(A) or<br>Dispos<br>of (D)<br>(Instr. | Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) |                     |                    | (Instr. 5       |  |         |
|---------------------------|------------------------------------|-------------|-----------------|---|---|---------------------|--------------------|-----------------|--|---------|
|                           |                                    |             | Code N          | / (A)   | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |         |
| Phantom<br>Stock<br>Units | (1)                                | 05/13/2011  | А               | 25.6  |   | (2)                 | (2)                | Common<br>Stock | 25.6                                   | \$ 31.0 |

## **Reporting Owners**

| Reporting Owner Name / Address                            |          |           | Relationships            |       |
|---|----------|-----------|--------------------------|-------|
|   | Director | 10% Owner | Officer                  | Other |
| LAWLER JULIA M<br>711 HIGH STREET<br>DES MOINES, IA 50392 |          |           | Sr VP & Ch Invst Officer |       |
| Signatures  |          |           |                          |       |
| Joyce N. Hoffman, by Power o<br>Attorney                  | f        | 05/17     | /2011                    |       |
| <u>**Signature of Reporting Person</u>                    |          | 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.