Edgar Filing: LAWLER JULIA M - Form 4

LAWLER JULI	AM										
Form 4											
August 23, 2011											
FORM 4	1 UNITED	STATES	SECII	RITIFS /		CHANCE	E COMMISSION	т	PPROVAL		
		DIAILD		shington				OMB Number:	3235-0287		
Check this bo	X			U	Expires:	January 31,					
if no longer subject to Section 16.	STATEN	AENT OI	Estimated burden hou	•							
Form 4 or									. 0.5		
Form 5 obligations may continue <i>See</i> Instruction 1(b).	Section 17((a) of the l	uant to Section 16(a) of the Securities Exchange Act of 1934,) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								
(Print or Type Resp	onses)										
1. Name and Addree LAWLER JUL	Person <u>*</u>	Symbol	er Name an		C	5. Relationship of Reporting Person(s) to Issuer					
	PRINCIPAL FINAN INC [PFG]					L GROUF) (Che	k all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest Transaction				Director 10% Owner Officer (give title Other (cpecify				
711 HIGH STREET			(Month/I 08/19/2	Day/Year) 2011			X Officer (give title Other (specify below) below) Sr VP & Ch Invst Officer				
(Street)			4. If Am	endment, D	ate Origina	1	6. Individual or Joint/Group Filing(Check				
DES MOINES,	IA 50392		Filed(Mo	nth/Day/Yea	r)		Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Pe More than One R			
(City)	(State)	(Zip)	Tab	la T. Nam I	Danimatina	C		e an Danaetaia	lles Oeren e d		
•		-					Acquired, Disposed				
	ransaction Date onth/Day/Year)	Execution		3. Transactio	4. Securition Acquired			6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)		any		Code	Disposed	of (D)	Beneficially	(D) or Indirect			
		(Month/Da	ay/Year) (Instr. 8) (Instr. 3, 4 and 5)					(I) (Instr. 4)	Ownership (Instr. 4)		
						(A)	Reported				
						or	Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D) Price	(110010 and 1)				
Reminder: Report of	on a separate line	e for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
					infor n requir	nation cont ed to resp lys a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	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

Edgar Filing: LAWLER JULIA M - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.			ties ed ed 3, 4,				((Instr. 5
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	08/19/2011		А		36.7		(2)	(2)	Common Stock	36.7	\$ 21.6

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 o Attorney	f	08/23	/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.