Edgar Filing: LAWLER JULIA M - Form 4

LAWLER J Form 4											
September (ЛЛ								PPROVAL		
	UNITED	STATES		RITIES A Ashington			E COMMISSION	N OMB Number:	3235-0287	7	
Check ti if no lor subject Section Form 4 Form 5 obligation may con <i>See</i> Inst 1(b).	F CHAN Section	NGES IN SECUI 16(a) of th Jtility Hol nvestment	Estimated burden hou response	Estimated average burden hours per response 0.5							
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> LAWLER JULIA M			2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP INC [PFG]				Issuer JP				
(Last) (First) (Middle) 711 HIGH STREET			3. Date of Earliest Transaction (Month/Day/Year) 09/02/2011				below)	Officer (give title Other (specify			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by	_X_ Form filed by One Reporting Person				
DES MOIN	NES, IA 50392						Form filed by Person	More than One R	eporting		
(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. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	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: Re	port on a separate line	e for each cl	ass of sec	urities bene	Perso inforr requi	ons who ronation co red to res	y or indirectly. espond to the colle ntained in this form pond unless the fo rently 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	(M	/Ionth/Day/Year)	(Instr.	8)	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>	09/02/2011		А		34.1		(2)	(2)	Common Stock	34.1	\$ 23.2

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			/2011						
<u>**</u> 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.