Edgar Filing: LAWLER JULIA M - Form 4

LAWLER J	ULIA M												
Form 4	12 2012												
November 1									PPROVAL				
FORM	A 4 UNITED	STATES					E COMMISSIO	N OMB	3235-0287				
Check the	his box		VV a	ashington	, D.C. 20	549		Number: Expires:	January 31,				
if no lor subject Section Form 4	to SIAIEN 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES											
Form 5 obligation may cor <i>See</i> Inst 1(b).	ons Section 17(response 0 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940											
(Print or Type	Responses)												
1. Name and LAWLER	Person [*]	Symbol	er Name an o		C	5. Relationship of Reporting Person(s) to Issuer							
			PRINC INC [P	CIPAL FIN PFG]	NANCIA	L GROUI	P (Check all applicable)						
(Last) (First) (Middle) 711 HIGH STREET			3. Date of Earliest Transaction (Month/Day/Year) 11/09/2012			Director 10% Owner X_ Officer (give title Other (specify below) below) Sr VP & Ch Invst Officer							
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person							
DES MOIN	NES, IA 50392							More than One R					
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities 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)				
				Code V		(D) Price							
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Perso inform requir	ns who re nation con ed to resp ys a curre	or indirectly. spond to the colle tained in this form ond unless the fo ently 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	(Month	n/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>	11/09/2012		А		30.2		(2)	(2)	Common Stock	30.2	\$ 26.7

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		11/13							
** 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.