SEC Form 4

**FORM 4**

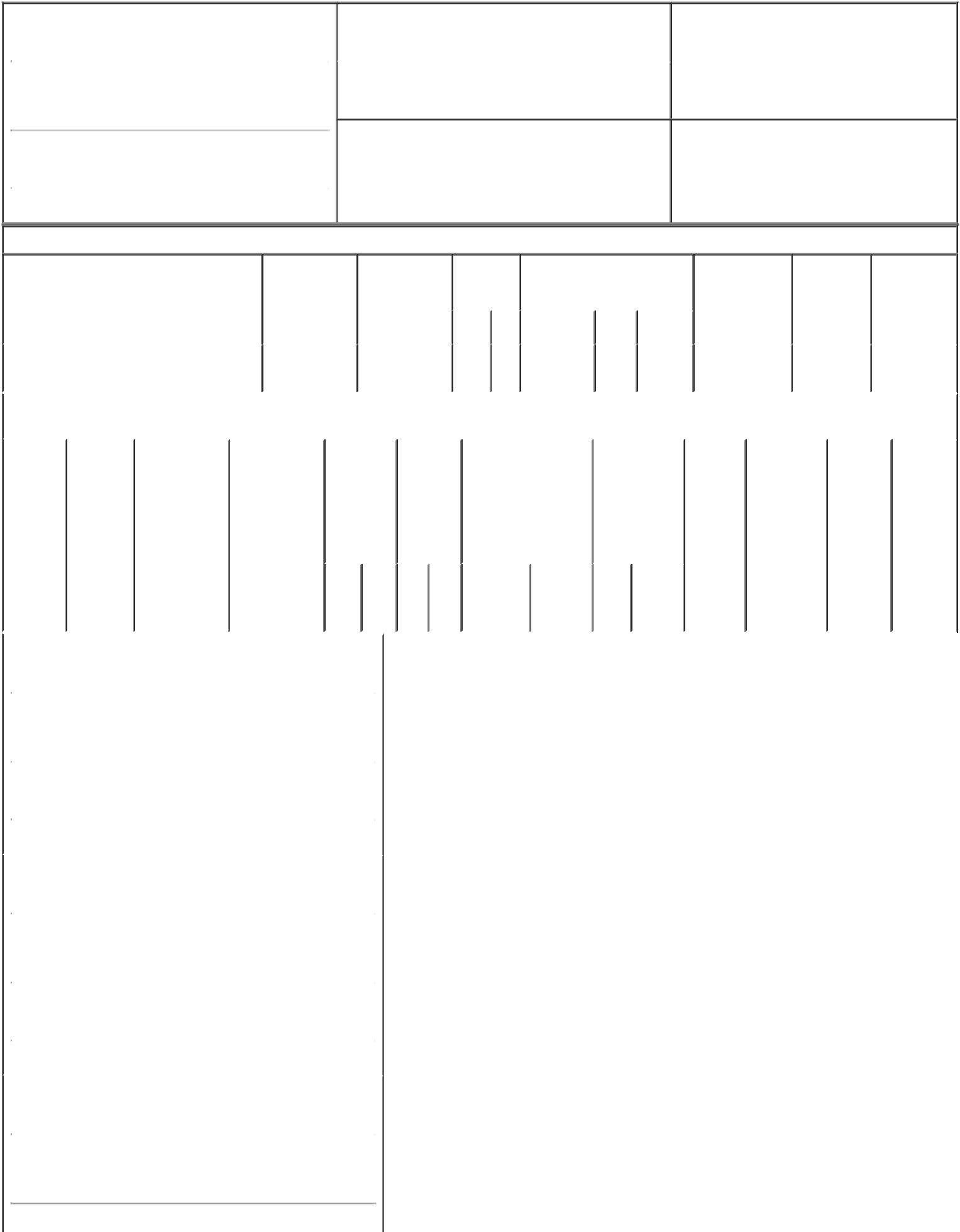
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1. Name and Address of Reporting Person\* | | | | | 2. | | | Issuer Name **and** Ticker or Trading Symbol | |  |
|  | [PRINCIPAL FINANCIAL GROUP INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001126328) | | | |  |  | [HEALTHEXTRAS INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001090403) [ HLEX ] | | |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  | (Last) | (First) | (Middle) | | 3. | | | Date of Earliest Transaction (Month/Day/Year) | |  |
|  | 02/01/2007 | | | |  |  |
|  |  |  |  |  |  |  |

711 HIGH STREET

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director X 10% Owner

Officer (give title Other (specify

below) below)

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) | |  |  |
|  | DES MOINES | IA | 50392 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line)

|  |  |  |
| --- | --- | --- |
|  | Form filed by One Reporting Person |  |
| X | Form filed by More than One Reporting |  |
| Person |  |
|  |  |

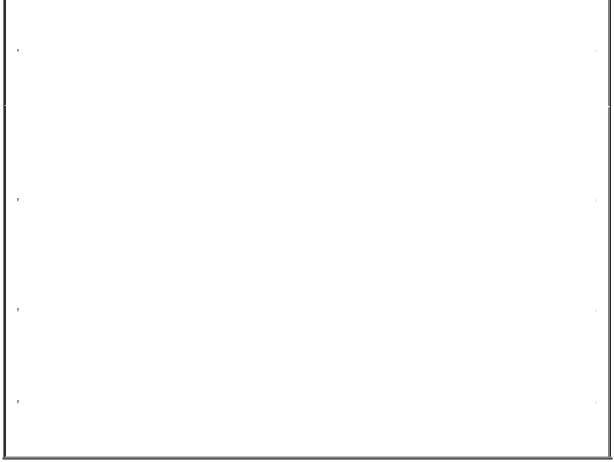
**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 3)** | | | | **2. Transaction** | | | | | **2A. Deemed** | | | | | | **3.** | **4. Securities Acquired (A) or** | | | |  | **5. Amount of** | | **6. Ownership** | | **7. Nature of** | | |  |
|  |  |  |  |  | **Date** | | |  |  | **Execution Date,** | | | | | | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | |  | **Securities** |  | **Form: Direct** | | **Indirect** | | |  |
|  |  |  |  |  | **(Month/Day/Year)** | | | | | **if any** | | | |  |  | **Code (Instr.** |  |  |  |  |  | **Beneficially** | | **(D) or Indirect** | | **Beneficial** | | |  |
|  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | | | | | **8)** |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Stock | | |  | 02/01/2007 | | | | |  |  |  |  |  |  | S | 1,250,000 | D | $25.48 | | 5,227,500 | | |  | I | By |  |  |  |
|  |  |  |  |  |  |  |  |  | Subsidiary(1) | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  | |  | |  |  | |  | |  |  |  |  |  |
|  | **1. Title of** | | **2.** | **3. Transaction** | **3A. Deemed** | | | **4.** | |  |  |  |  | **5. Number** | | **6. Date Exercisable and** | | **7. Title and** | | | **8. Price of** | | **9. Number of** | | **10.** |  | **11. Nature** | |  |
|  | **Derivative** | | **Conversion** | **Date** | **Execution Date,** | | | **Transaction** | | | | | | **of** | | **Expiration Date** | | **Amount of** | | | **Derivative** | | **derivative** | | **Ownership** | | **of Indirect** | |  |
|  | **Security** | | **or Exercise** | **(Month/Day/Year)** | **if any** | | | **Code (Instr.** | | | | | | **Derivative** | | **(Month/Day/Year)** | | **Securities** | | | **Security** | | **Securities** | | **Form:** |  | **Beneficial** | |  |
|  | **(Instr. 3)** | | **Price of** |  | **(Month/Day/Year)** | | | **8)** | |  |  |  |  | **Securities** | |  |  | **Underlying** | | | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | | **Ownership** | |  |
|  |  |  | **Derivative** |  |  |  |  |  |  |  |  |  |  | **Acquired** | |  |  | **Derivative** | | |  |  | **Owned** |  | **or Indirect** | | **(Instr. 4)** | |  |
|  |  |  | **Security** |  |  |  |  |  |  |  |  |  |  | **(A) or** | |  |  | **Security (Instr. 3** | | |  |  | **Following** | | **(I) (Instr. 4)** | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Disposed** | |  |  | **and 4)** |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **of (D)** | |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** | |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **of** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code** | | **V** | | | | **(A) (D)** | | **Exercisable** | **Date** | **Title** | **Shares** | |  |  |  |  |  |  |  |  |  |
|  |  |  | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 1. Name and Address of Reporting Person\* | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [PRINCIPAL FINANCIAL GROUP INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001126328) | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) |  | (First) | (Middle) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 711 HIGH STREET | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | DES MOINES | | IA | 50392 | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (City) |  | (State) | (Zip) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 1. Name and Address of Reporting Person\* | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [PRINCIPAL FINANCIAL SERVICES INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001094589) | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  | 711 HIGH STREET | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | DES MOINES | | IA | 50392 | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (City) |  | (State) | (Zip) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 1. Name and Address of Reporting Person\* | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [PRINCIPAL LIFE INSURANCE CO](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000009712) | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) |  | (First) | (Middle) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

711 HIGH STREET

(Street)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | DES MOINES | IA | | 50392 |  |
|  |  |  |  |  |  |
|  | (City) | (State) | | (Zip) | |
|  |  | |  |  |  |
| 1. Name and Address of Reporting Person\* | | | |  |  |
|  | [PRINCIPAL HOLDING CO](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001126327) | | |  |  |
|  |  |  |  |  |  |
|  | (Last) | (First) | | (Middle) | |
|  | 711 HIGH STREET |  |  |  |  |
|  |  |  |  |  |  |
| (Street) | |  |  |  |  |
|  | DES MOINES | IA | | 50392 |  |
|  |  |  |  |  |  |
|  | (City) | (State) | | (Zip) | |



**Explanation of Responses:**

1. 4,427,500 of these shares are owned directly by Principal Holding Company, a wholly-owned subsidiary of Principal Life Insurance Company, a wholly-owned subsidiary of Principal Financial Services, Inc., a wholly-owned subsidiary of Principal Financial Group, Inc. The remaining 800,000 shares were contributed by Principal Holding Company to Final Sequel Newco, LLC, a Delaware limited liability company of which Principal Holding Company is a 50 percent owner. Principal Life Insurance Company, Principal Financial Services, Inc. and Principal Financial Group, Inc. are indirect beneficial owners of the reported securities.

**Remarks:**

Joyce N. Hoffman, Senior Vice



President and Corporate



Secretary, Principal Financial



Group



\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

02/05/2007



Date

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

|  |  |  |  |
| --- | --- | --- | --- |
|  |  |  | EXHIBIT 99 |
| FORM 4 JOINT FILER INFORMATION | | |  |
| Name: | Principal Financial Services, Inc. | | |
| Address: | 711 High Street | |  |
|  | Des Moines, Iowa | | 50392 |
| Designated Filer: | Principal Financial Group, Inc. | | |
| Issuer and Ticker Symbol: | HealthExtras, Inc. (HLEX) | | |
| Date of Event Requiring Statement: | 2/5/2007 |  |  |
| Signature: | By: | /S/ JOYCE N. HOFFMAN | |
|  |  | ---------------------------- | |
|  |  | Senior Vice President and | |
|  |  | Corporate Secretary | |
| Name: | Principal Life Insurance Company. | | |
| Address: | 711 High Street | |  |
|  | Des Moines, Iowa | | 50392 |
| Designated Filer: | Principal Financial Group, Inc. | | |
| Issuer and Ticker Symbol: | HealthExtras, Inc. (HLEX) | | |
| Date of Event Requiring Statement: | 2/5/2007 |  |  |
| Signature: | By: | /S/ JOYCE N. HOFFMAN | |
|  |  | ---------------------------- | |
|  |  | Senior Vice President and | |
|  |  | Corporate Secretary | |
| Name: | Principal Holding Company | | |
| Address: | 711 High Street | |  |
|  | Des Moines, Iowa | | 50392 |
| Designated Filer: | Principal Financial Group, Inc. | | |
| Issuer and Ticker Symbol: | HealthExtras, Inc. (HLEX) | | |
| Date of Event Requiring Statement: | 2/5/2007 |  |  |
| Signature: | By: | /S/ JOYCE N. HOFFMAN | |
|  |  | ---------------------------- | |
|  |  | Senior Vice President and | |
|  |  | Corporate Secretary | |