SEC Form 4

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| **FORM 4** | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**Washington, D.C. 20549**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934or Section 30(h) of the Investment Company Act of 1940  |

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| OMB APPROVAL

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| OMB Number: | 3235-0287 |
| Estimated average burden |
| hours per response: | 0.5 |

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

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1. Name and Address of Reporting Person\*

|  |
| --- |
| [GERSIE MICHAEL H](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001166868) |

|  |  |  |
| --- | --- | --- |
| (Last) | (First) | (Middle) |

|  |
| --- |
| 711 HIGH STREET |
|  |

(Street)

|  |  |  |
| --- | --- | --- |
| DES MOINES | IA | 50392 |

|  |  |  |
| --- | --- | --- |
| (City) | (State) | (Zip) |

 | 2. Issuer Name **and** Ticker or Trading Symbol [PRINCIPAL FINANCIAL GROUP INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001126328) [ PFG ]  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

|  |  |  |  |
| --- | --- | --- | --- |
|  | Director |  | 10% Owner |
| X | Officer (give title below) |  | Other (specify below) |
| Executive Vice President/CFO |

 |
| 3. Date of Earliest Transaction (Month/Day/Year)02/28/2008  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line)

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

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| **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** |
| --- |
| 1. Title of Security (Instr. 3)  | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8)  | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  | 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 | Amount | (A) or (D) | Price |
| Common Stock | 02/28/2008 |  | F(1)  |  | 2,123 | D | $57.6  | 28,440(2)  | D |  |
| Common Stock | 02/28/2008 |  | F(1)  |  | 431 | D | $57.6  | 2,692(3)  | D |  |
| Common Stock |  |  |  |  |  |  |  | 456 | I | By 401(k) Plan |
| Common Stock |  |  |  |  |  |  |  | 226 | I | By Spouse's 401(k) Plan |

| **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned****(e.g., puts, calls, warrants, options, convertible securities)**  |
| --- |
| 1. Title of Derivative Security (Instr. 3)  | 2. Conversion or Exercise Price of Derivative Security  | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8)  | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  | 8. Price of Derivative Security (Instr. 5)  | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)  | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  | 11. Nature of Indirect Beneficial Ownership (Instr. 4)  |
| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

|  |
| --- |
| **Explanation of Responses:** |
| 1. The reporting person made an election on the transaction date to have shares withheld to satisfy a tax liability incident to the vesting of previously granted restricted stock units. |
| 2. Includes 3,355 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan. |
| 3. Includes 1,747 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan. |
| **Remarks:** |
|  |

|  |  |  |
| --- | --- | --- |
|  | Joyce N. Hoffman, by Power of Attorney | 03/03/2008 |
|  | \*\* Signature of Reporting Person | Date |
| 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. |
| **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.** |