

] 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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP **OF SECURITIES**

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(f) of the Investment Company Act of 1940

ress of Re	porting l	Person *	2.	Issu	ier Name	e and	Ticke	er o	or Tra	dir	ng Sym	ıbol				Person(s)	to Issuer
e J.							INA	N(CIAI	. (GROU	UP	Directo	or	_	10% O	wner
(First)	(Mid	ldle)		3. Date of Earliest Transaction (MM/DD/YYYY)													
REET						12	2/3/2	01	10					ce Presid	lent & CF	O	
(Street)				4. If Amendment, Date Original Filed (MM/DD/YYYY)							ed	6. Individual or Joint/Group Filing (Check Applicable Line)					
S, IA 50	392												V F	1.11.0	D		
(City) (State) (Zip)				_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person									n				
	Table l	I - Non-I	Deriv	ativ	e Securi	ties A	cqui	rec	d, Dis	pos	sed of,	or	Beneficially	y Owned			
,			2. Tra Date	ins.	2A. Deemed Execution Date, if any	Code	3. Trans. Code (Instr. 8)		equired isposed	(A) of (or Follow (D) (Instr.		lowing Reported Transaction(s)			Ownership of Form: EDirect (D)	7. Nature of Indirect Beneficial Ownership
						Cod	de V	An		or	Price			(I)			(Instr. 4)
			12/3/	2010		A		2	219	A	\$0 (1)		224	412 ⁽²⁾		D	
														37		I	By 401(k) Plan
Common Stock				303					I	By Spouse							
le II - Dei	rivative	Securition	es Be	nefi	cially O	wned	(e.g.	, <u>r</u>	puts,	cal	ls, waı	rran	nts, options,	, convert	ible secur	ities)	
2. Conversion or Exercise Price of Derivative Security	Exec	Deemed Execution Date, if	Code	Securities Acquired (A) Disposed of (I) or (D)	0)				Securities Und Derivative Sec		nderlying ecurity	erlying Derivative urity Security	of derivative Securities	Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A) (Ev				ion	Title	N	umber of		Transaction (s) (Instr. 4)	4)	
(3)	12/3/2010		A		2.5		(4)		(4)		Commo Stock	n	2.5	\$29.68	138.2	D	
	REET (Street) S, IA 50 (State) le II - Dei 2. Conversion or Exercise of Derivative Security	REET (Street) S, IA 50392 (State) (Zip Table 1 Table 2 12/2/2010	(First) (Middle) REET (Street) S, IA 50392 (State) (Zip) Table I - Non-I Le II - Derivative Securition 2.	re J. Provided Provid	PRI INC	PRINCIPA INC [PFG (First) (Middle) 3. Date of Earl (Street) 4. If Amendm (MM/DD/YYYY) S, IA 50392 (State) (Zip) 2. Trans. Date Deemed Execution Date, if any 12/3/2010 Date Deemed Date Derivative	PRINCIPAL FINC [PFG] (First) (Middle) 3. Date of Earliest To the proof of Exercise Price of Derivative Security PREET 12 (Street) 4. If Amendment, Domest Many Many Many Many Many Many Many Many	PRINCIPAL FINAL INC [PFG] (First) (Middle) 3. Date of Earliest Transa 12/3/2 (Street) 4. If Amendment, Date Community (MM/DD/YYYY) S, IA 50392 (State) (Zip) 2. Trans. Deemed Execution Date, if any Code (Instr. 8) 12/3/2010 A 12/3/2010 A PRINCIPAL FINAL INC [PFG] 3. Date of Earliest Transa Community (MM/DD/YYYY) 4. If Amendment, Date Code Execution Date, if any Code (Instr. 8) Code V 12/3/2010 A 12/3/2010 A Deemed Trans. Derivative Securities Price of Date, if (Instr. Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Execution Date (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisate	PRINCIPAL FINANGE PRINCIPAL FINANGE PRINCIPAL FINANGE PREST 3. Date of Earliest Transact 12/3/201 4. If Amendment, Date Original 2. Trans. Date D	PRINCIPAL FINANCIAI INC [PFG] (First) (Middle) 3. Date of Earliest Transaction (M REET 12/3/2010 4. If Amendment, Date Original F (MM/DD/YYYY) S, IA 50392 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed (Instr. 8) 2. Trans. 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If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Zip) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Zip) 5. Amount of Securities Acquired (A) or Execution Date, if any 2. Trans. Date 3. Trans. Code 4. Securities Code V Amount (D) Price 12/3/2010 A 219 A 80 (D) 222 12/3/2010 A 219 A 80 (D) 222 12/3/2010 12/3/2010 13. Trans. Code 12/3/2010 A 219 A 80 (D) 12/3/2010 14. Title and Amount of Securities Code Date Execution Date, if any 15. Amount of Securities Code Date 16. Individual Applicable Lives Acquired (A) or Clustr. 3) Amount of Securities 7. Title and Amount of Securities Code and Expiration Date Securities 17. Title and Amount of Securities Code of Code V (Instr. 3, 4 and 5) 18. Date 19. Date 10. Date 10. Date 10. Date 11. Amount or Number of Shares	PRINCIPAL FINANCIAL GROUP INC [PFG] S. Date of Earliest Transaction (MM/DD/YYYY) Senior Vice Preside (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) S. IA 50392 (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Trans. Date Deemed Execution (Date, if any) Date, if any Date Deemed Conversion Date, if any Date Deemed Conversion Date (MS) Date Deemed Conversion Date (Date, if Date Deemed Code Execution Date, if any) Date Deemed Conversion Date (Date, if Date Deemed Code Execution Date, if Date Deemed Code Execution (Instr. 3) Date Deemed Conversion Date (Date, if Date Date Date, if Date Date Date, if Date Date, if Date Date, if Date Date, if Date Date Date, if Date Date, if Date Date Date Date Date Date Date Date	PRINCIPAL FINANCIAL GROUP INC [PFG] 3. Date of Earliest Transaction (MM/DD/YYYY) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. IA 50392 (State) (State) 2. Trans. Date Deemed Execution Date, if any Date, if any 12/3/2010 A 219 A 50 (b) 22412 (2) 2. Conversion of Exercises Beneficially Owned (e.g., puts, calls, warrants, options, convertible secure of exercise of exercise Price of Date, if any 2. Trans. Date Deemed Execution Date, if any Demed Execution Date, if any Derivative Security 2. Conversion Date Defivative Derivative Securities Date, if Conversion Price of Date, if any Derivative Security Security Deficially Owned (e.g., puts, calls, warrants, options, convertible secure Date, if any Securities Date, if Conversion Date, if any Derivative Securities Date, if Conversion Date Derivative Securities Date, if Conversion Date Derivative Securities Date, if Conversion Date Derivative Securities Date, if Conversion Date Date Date, if Conversion Date Date Date, if Conversion Date Date Date Date, i	PRINCIPAL FINANCIAL GROUP (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Sta

Explanation of Responses:

- (1) Grant of restricted stock units.
- (2) Includes 6,016 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- (3) Security converts to common stock on a one-for-one basis.
- (4) The phantom stock units were acquired pursuant to the Principal Select Savings Excess Plan and may be transferred at any time into another investment alternative under the plan. Interests under the plan will be settled upon the reporting person's termination of service.

Reporting Owners

Demosting Oxymer Nema / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer		Other			

Lillis Terrance J. 711 HIGH STREET DES MOINES, IA 50392		Senior Vice President & CFO	
	•		

Signatures

Joyce N. Hoffman, by Power of Attorney 12/7/2010 Date

** 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. 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 control number.