

] 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

1. Name and Address of Reporting Person *				2. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
ARY A							FINAN	ICIAL (GROU		or	_	10% O	wner	
(First)	(Mid	dle)	3.	3. Date of Earliest Transaction (MM/DD/YYYY)					below)				r (specify		
REET							6/27/20	008		Sr. vr &	Ciliei M	Kig. OII.			
(Street)				4. If Amendment, Date Original Filed (MM/DD/YYYY)							6. Individual or Joint/Group Filing (Check Applicable Line)				
S, IA 50	392														
(State)	(Zip))												n	
	Table l	[- Non-I	Deriv	ativ	e Secu	ritie	s Acquir	ed, Dispo	sed of, o	r Beneficiall	y Owned				
			2. Tra Date	ans.	Executi	d Con (I	Code // Instr. 8) I	Acquired (A) Disposed of (Instr. 3, 4 an (A) or	or Foll (Ins d 5)	owing Reported T			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
le II - De	rivative	Securitio	es Be	nefi	icially (Own	ned (<i>e.g.</i>	, puts, cal	lls, warr	ants, options	, convert	ible secur	rities)		
2. Conversion or Exercise Price of Derivative Security		Deemed Execution Date, if	Code	i. I S			6. Date Exercisable and Expiration Date		Securities Derivative	Underlying Security	Derivative	of derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	(A)	(D)	Date Exercisable		Title	Amount or Number of Shares		(s) (Instr. 4)	(4)		
(1)	6/27/2008		A		22.9		(2)	(2)	Common Stock	22.9	\$45.52	1441.7	D		
	(First) (REET (Street) S, IA 50 (State) le II - Del 2. Conversion or Exercise Price of Derivative Security	(First) (Mideline) (FREET (Street) S, IA 50392 (State) (Zip) Table I Le II - Derivative (State) 2. (Conversion or Exercise Price of Derivative Security	(First) (Middle) TREET (Street) S, IA 50392 (State) (Zip) Table I - Non-I 2. (Conversion or Exercise Price of Derivative Security Security (Middle) Table I - Non-I 3. Trans. Ja. Deemed Execution Date, if any	(First) (Middle) 3. (First) (Middle) 3. (FREET (Street) 4. (N. S, IA 50392 (State) (Zip) Table I - Non-Deriv 2. Trable I - Non-Deriv Date Conversion or Exercise Price of Derivative Security Date Date, if any Security Code C	(First) (Middle) 3. Date (First) (Middle) 3. Date (Street) 4. If \(\text{MM/E} \) (MM/E (MM/E	PRINCIP INC [PFO	PRINCIPAL INC [PFG] (First) (Middle) 3. Date of Earlies (Street) 4. If Amendment (MM/DD/YYYY) S, IA 50392 (State) (Zip) 2. Trans. Date Date, if any 2. Securities Price of Derivative Securities Beneficially Own Date, if Code Privative Security (Instr. 3, 4 and 5) Code V (A) (D)	PRINCIPAL FINAN INC [PFG] (First) (Middle) 3. Date of Earliest Transactors (Street) 4. If Amendment, Date Of (MM/DD/YYYY) (State) (Zip) 2. Trans. Date Deemed Execution Date, if any 2. Trans. Code (Instr. 8) Date Execution or Exercise Price of Derivative Security 2. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Code V (A) (D) Date Exercisable (Code V (A) (D) Date (Code V (A) (D) (D) Date (Code V (A) (D) (D) (Code V	PRINCIPAL FINANCIAL (INC [PFG] 3. Date of Earliest Transaction (MM/ 6/27/2008 (Street) 3. Date of Earliest Transaction (MM/ 6/27/2008 4. If Amendment, Date Original File (MM/DD/YYYY) Table I - Non-Derivative Securities Acquired, Dispo (Instr. 3, 4 and 5) PREET	PRINCIPAL FINANCIAL GROUNTING [PFG] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Zip) 4. If Amendment, Date Original Filed (MM/DD/YYYY) Table I - Non-Derivative Securities Acquired, Disposed of, of Execution Date, if any (A) or Or Code (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3,	PRINCIPAL FINANCIAL GROUP INC [PFG] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 2. Trans. Date (Instr. 3, 4 and 5) any 2. Trans. Conversion Date of Execution Da	PRINCIPAL FINANCIAL GROUP INC [PFG] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) St. VP & Chief M (State) (Zip) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Zip) 5. Individual or Joi Applicable Line) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Trans. Date (Code Execution Date, if any (Code Execution Date, if any (Code Execution Date) [2. Croal Date (Code Execution Date, if any (Code Execution Date) (Co	PRINCIPAL FINANCIAL GROUP INC [PFG] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, if any 2. Trans. 2. Conversion Pence of Date, if Operivative Securities Code V Amount (D) Price Be II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible security any 8. Date (Check all applicable) A Securities (MM/DD/YYYY) G. Individual or Joint/Group Individual or	PRINCIPAL FINANCIAL GROUP INC [PFG] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Zip) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Zip) 5. Individual or Joint/Group Filing (Che Applicable Line) - X _ Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person Reporting Person Form filed by More than One Reporting Person Reporting Person Form filed by More than One Reporting Person Reporting Person Form filed by More than One Reporting Person Reported (Instr. 8) Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 Frice of 9, Number of Derivative Securities Beneficially Owned (Reported Code Date, if (Instr. Acquired (A) or Disposed of (D) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 beemed Securities Beneficially Owned (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 beemed Securities Beneficially Owned (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 beemed (Instr. 4) (Instr. 5) (Instr. 4) (Instr. 5) (Instr. 4) (Instr. 5) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 5) (Instr. 4) (Instr. 4) (Instr. 5) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 5) (Instr. 4) (Instr. 5) (Instr. 4) (Instr. 5) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 5) (Instr.	

Explanation of Responses:

- (1) Security converts to common stock on a one-for-one basis.
- (2) The reported 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 retirement or other termination of service.

Reporting Owners

Paperting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
OKEEFE MARY A								
711 HIGH STREET			Sr. VP & Chief Mktg. Off.					
DES MOINES, IA 50392								

Signatures

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.