

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
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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 * GRISWELL J BARRY (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 [PFG] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/3/2007</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <p align="center">Chairman and CEO</p> |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 12/3/2007 | | M (1) | | 139435 | A | \$36.30 | 303224 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 700 | D | \$63.51 | 302524 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 100 | D | \$63.52 | 302424 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 400 | D | \$63.53 | 302024 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 1100 | D | \$63.54 | 300924 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 900 | D | \$63.55 | 300024 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 400 | D | \$63.56 | 299624 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 400 | D | \$63.57 | 299224 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 500 | D | \$63.58 | 298724 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 1400 | D | \$63.59 | 297324 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 1100 | D | \$63.60 | 296224 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 2400 | D | \$63.61 | 293824 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 2200 | D | \$63.62 | 291624 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 800 | D | \$63.63 | 290824 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 400 | D | \$63.64 | 290424 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 600 | D | \$63.65 | 289824 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 400 | D | \$63.67 | 289424 (2) | D | |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 12/3/2007 | | S (1) | | 200 | D | \$63.68 | 289224 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 400 | D | \$63.69 | 288824 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 500 | D | \$63.72 | 288324 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 200 | D | \$63.73 | 288124 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 500 | D | \$63.74 | 287624 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 600 | D | \$63.77 | 287024 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 400 | D | \$63.78 | 286624 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 300 | D | \$63.79 | 286324 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 800 | D | \$63.80 | 285524 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 1000 | D | \$63.81 | 284524 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 800 | D | \$63.82 | 283724 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 900 | D | \$63.83 | 282824 (2) | D | |
| Common Stock | 12/3/2007 | | S (1) | | 400 | D | \$63.84 | 282424 (2) | D | |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|--|--------|---|-----------------|---|----------------------------|--|---|--|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Buy) | \$36.30 | 12/3/2007 | | M (1) | | 139435 | (3) | 2/24/2014 | Common Stock | 139435 | \$0 | 0 | D | |

Explanation of Responses:

- (1) Pursuant to a 10b5-1 plan adopted December 15, 2006, as amended on August 7, 2007.
- (2) Includes 3,306 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- (3) The option vested in three equal annual installments beginning February 24, 2005.

Remarks:

This is the first of five Form 4s filed by the reporting person on the same date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRISWELL J BARRY 711 HIGH STREET DES MOINES, IA 50392 | X | | Chairman and CEO | |

Signatures

Joyce N. Hoffman, by Power of Attorney

12/5/2007

** 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.

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