

] 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.	. Da	te of Ea	arlies	st Transac	ction (MM/	DD/YYYY	below)			Othe	r (specify	
REET							8/20/20)10		Sr. vr &	Cillei 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	es Acquir	ed, Dispo	sed of, o	r Beneficially	y Owned				
			2. Tra	ans.	Executi	on C	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	ities)		
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		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		Transaction (s) (Instr. 4)	[4)		
(1)	8/20/2010		A		28.2		(2)	(2)	Common Stock	28.2	\$22.39	3254.9	D		
	(First) REET (Street) S, IA 50 (State) le II - Del 2. Conversion or Exercise Price of Derivative Security	(First) (Mid REET (Street) S, IA 50392 (State) (Zip) Table I Le II - Derivative (State) 2. (State) (State) (State) (State) Date of Exercise Price of Derivative (Security)	(First) (Middle) REET (Street) S, IA 50392 (State) (Zip) Table I - Non-I 2. (Conversion or Exercise Price of Derivative Security Security Security Security (Middle) (Zip) Table I - Non-I A Deemed Execution Date, if any	(First) (Middle) 3. (FREET (Street) 4. (Name of the property	(First) (Middle) 3. Date Conversion or Exercise Price of Derivative Security Securi	PRINCIP INC [PFO	PRINCIPAL INC [PFG] (First) (Middle) 3. Date of Earlie PREET (Street) 4. If Amendmen (MM/DD/YYYY) (State) (Zip) 2. Trans. Date Date, if any 2. Trans. Conversion Or Exercise Price of Derivative Security 2. Security 2. Security 2. Security 2. Security 3. Trans. Deemed Execution Date, if any 2. Securities Securities Security 3. Trans. Code (Instr. Acquired (A) or Disposed of (D) (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 Or (MM/DD/YYYY) (State) (Zip) 2. Trans. Date Date	PRINCIPAL FINANCIAL (INC [PFG] 3. Date of Earliest Transaction (MM/ PREET 8/20/2010 4. If Amendment, Date Original File (MM/DD/YYYY) S, IA 50392 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Instr. 3, 4 and or Exercise Price of Derivative Execution Date, if any Date Onversion Date of Execution Date, if any A. If Amendment, Date Original File (MM/DD/YYYY) 4. If Amendment, Date Original File (MM/DD/YYYY) 4. If Amendment, Date Original File (MM/DD/YYYY) 4. Securities Acquired, Disposed of (Instr. 3, 4 and 5) Code V Amount (D) 1. S. Number of Derivative Securities Price of Date, if any S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable Expiration Date Code V (A) (D) Date Exercisable Expiration Date	PRINCIPAL FINANCIAL GROUNTING [PFG] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY 8/2010) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) Table I - Non-Derivative Securities Acquired, Disposed of, of Execution Date, if any 2. Trans. Date Demend Execution Or Exercise Price of Or Exercise Price of Date, if Conversion or Exercise Price of Derivative Derivative Securities Derivative Security (Instr. 3, 4 and 5) (Instr. 3, 4 and	PRINCIPAL FINANCIAL GROUP INC [PFG] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) 8/20/2010 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. IA 50392 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 2. Trans. Date (Instr. 8) Date (Instr. 3, 4 and 5) any A securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) any A securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) any A securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) and A securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) 5. Number of Code V Amount (D) Price 1. Title and Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) Code Exercise Date (Instr. 3 and 4) Code Date Exercisable and Expiration Date Securities Underlying Derivative Security (Instr. 3 and 4) Code V (A) (D) Date Exercisable Expiration Date Shares Code V (A) (D) Brital Amount of Securities Acquired (A) or Date Exercisable Expiration Date Exercisable Expiration Date Shares Code V (A) (D) Code V (A) (D) Code V (A) (D) Code V (Common Date Exercisable Expiration Dat	PRINCIPAL FINANCIAL GROUP INC [PFG] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) 8/20/2010 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. IA 50392 (State) (Zip) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. IA 50392 (State) (Zip) 5. Amount of Securities Beneficially Owned (Linstr. 8) 2. Trans. Date (Code Execution Date, if any (Code Texercise Price of Derivative Date, if Oberivative Securities (Code Date, if any (Code Texercise Price of Derivative Securities (Code Date, if (Code Texercise Price of Derivative Securities (Code Date, if (Code Texercise Price of Derivative Securities (Code Date, if (Code Texercise Price of Derivative Securities (Code Date, if (Code Texercise Price of Derivative Securities (Code Date, if (Code Texercise Price of Derivative Securities (Code Date, if (Code Texercise Price of Derivative Securities (Code Date, if (Code Texercise) (Code Date, if (Code Texercise) (Code Date, if (Code Texercise) (Code Texercise) (Code Date, if (Code Texercise) (Code Date, if	PRINCIPAL FINANCIAL GROUP INC [PFG] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) 8/20/2010 4. If Amendment, Date Original Filed (MM/DD/YYYY) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Zip) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (Instr. 3, 4 and 3) Conversion Date or Execution (Mm/DD/YYYY) 2. Code V Amount (D) Price (Instr. 3, 4 and 5) Date Execution Date, if Operivative Securities Deemed (A) or Disposed of (D) (Instr. 3) Code V Amount (D) Price (Instr. 3, 4 and 5) Date (Instr. 3, 4 and 4) Date (Instr. 3, 4 and 4) Date (Instr. 3, 4 and 4) Date (Instr. 4) Dat	PRINCIPAL FINANCIAL GROUP INC [PFG] S. Date of Earliest Transaction (MM/DD/YYYY) S. VP & Chief Mktg. Off. S. LA 50392 (State) (Zip) S. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Date Date Date if any S. Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Date Ocode V Amount (D) Price Date Date Date Date Date or Exercise Date Date or Exercise Date (Instr. 3, 4 and 5) Date Date Date Date Date Occupant of Execution (Check all applicable) A S. Date October Transaction (MM/DD/YYYY) A S. Officer (give title below) — Othe below) Sr. VP & Chief Mktg. Off. S. Individual or Joint/Group Filing (Check Applicable Line) A Securities Acquired (A) or Code V Amount (D) Price S. Amount of Securities Beneficially Owned (Sourcities Beneficially Owned (

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

Paparting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owne	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.