

] 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 <b>and</b> 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)	w)			r (specify		
REET							9/18/20	009		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	s Acquir	ed, Dispo	sed of, o	r Beneficially	y Owned				
			2. Tra	ans.	Executi	on C	Code // (Instr. 8)	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	enefi	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	s. I s . A I			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		Transaction (s) (Instr. 4)	(4)		
(1)	9/18/2009		A		21.3		(2)	(2)	Common Stock	21.3	\$28.29	2483.2	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 (State) (Stat	(First) (Middle)  REET (Street)  S, IA 50392 (State) (Zip)  Table I - Non-I  2. (Conversion or Exercise Price of Derivative Security  10/18/2000	(First) (Middle) 3  (FREET (Street) 4 (N  S, IA 50392 (State) (Zip)  Table I - Non-Deriv 2. Tr. Date    Date   Date   Date   Date   Date, if Derivative Security   Security   Security   Security   Code   Co	PRI   INC	PRINCIP INC [ PFO	PRINCIPAL INC [ PFG ]  (First) (Middle) 3. Date of Earlies  REET  (Street) 4. If Amendment (MM/DD/YYYY)  S, IA 50392  (State) (Zip) 2. Trans. Date Date, if any 2. Trans. Conversion or Exercise Price of Derivative Security 2. S. Trans. Date Date, if any 3. Trans. Deemed Execution Date, if Code Code Privative Security (Instr. 3, 4 and 5)  Code V (A) (D)	PRINCIPAL FINAN INC [ PFG ]  (First) (Middle) 3. Date of Earliest Transactors	PRINCIPAL FINANCIAL (INC [ PFG ] 3. Date of Earliest Transaction (MM/PREET 9/18/2009  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 5)  Le II - Derivative Securities Beneficially Owned (e.g., puts, call and Execution Date, if any Date of Derivative Securities Price of Derivative Security  PRINCIPAL FINANCIAL (Instr. 3, 4 and 5)  A Conversion Date of Earliest Transaction (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)  Polytography (Instr. 3, 4 and 5)  Code V (A) (D) Date Exercisable Expiration Date Exercisable Date Date Exercisable Date Date Exercisable Date Date Exercisable Date Date Date Date Date Date Date Dat	PRINCIPAL FINANCIAL GROUDINC [PFG]  (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY  PREET 9/18/2009  4. If Amendment, Date Original Filed (MM/DD/YYYY)  S, IA 50392 (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, of Execution Date, if any   (Instr. 3, 4 and 5)   (Instr	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. Code v Amount (D) Price  Taile II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options)  2. Ownersion Date of Execution Date of Execution Date of Execution Date of Execution On Date of Execution On Date of Execution Date of Ex	PRINCIPAL FINANCIAL GROUP INC [ PFG ]  (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  PREET  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (State)  (State)  2. Trans. Date  (State)  2. Trans. Date  (Street)  3. Trans. Code Execution Date, if any  (Code V Amount (D) Price   BE II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convert (Instr. 3, 4 and 5)  Date  (Deemed or Exercise Price of Derivative Securities  Date (Deemed or Exercise Price of Derivative Securities (Code Derivative Securities Securities Securities Securities Securities (Code Derivative Securities Securities Securities Securities Securities (Instr. 3, 4 and 5)  Date (Deemed Execution Date (Code V (A) (D) Date Exercisable and Expiration Date Securities Underlying Derivative Security (Instr. 3 and 4)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  Date Expiration Date Securities Underlying Derivative Security (Instr. 5)  (Instr. 3, 4 and 5)  Derivative Securities (Instr. 3)  (Instr. 3, 4 and 5)  Derivative Securities (Instr. 3)  (Instr. 3, 4 and 5)  Derivative Securities (Instr. 3)  (Instr. 3, 4 and 5)  Derivative Securities (Instr. 3)  Derivative Securities (Instr. 5)  (Instr. 3)  (Instr.	PRINCIPAL FINANCIAL GROUP INC [PFG]  (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  PREET  9/18/2009  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (Middle)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (State)  (Zip)  7. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Trans. Date  2. Trans. Deemed Execution (Instr. 8) Date  (Instr. 3, 4 and 3)  Conversion Date, if Operivative Securities  Code V (A) (D)  (Instr. 3, 4 and 5)  Date (Check all applicable)  A 213 (2) (2) (Common 2)  Check all applicable)  (Check all applicable)  (A)  (Inividual or Joint/Group of Applicable Line)  (Inividual or Joint/Group of Applicable Line)  (Instr. 3, Amount of Securities Beneficially Owned of Chaptical Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  (Instr. 3 and 4)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (Instr. 4)  (Instr. 5)  (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 5)  (Instr. 4)  (Instr. 5)  (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 4)  (Ins	PRINCIPAL FINANCIAL GROUP INC [PFG ]  (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  PA Officer (give title below) Sr. VP & Chief Mktg. Off.  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (State) (Zip)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (State) (Zip)  5. IA 50392 (State) (Zip)  5. IA 50392 (State) (Zip)  6. 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 (Instr. 8) Date Date, if any or Code V Amount (D) Price  1. Table I - Non-Derivative Securities Acquired (A) or Date, if any or Date Original Filed (Instr. 8) Date Date or Exercise Date Date, if Code V (A) (D) Date Exercisable Date or Exercise Date Date, if Derivative Securities Date Date or Exercise Date or Exercise Date Date, if Code Date, if Code Date, if Code Date, if Code Date, if Derivative Securities Date Date Date Exercisable Date Date Date Exercisable Date Date Date Exercisable Date Exercisable Date Exercisable Date Date Date Exercisable Date Date Date Date Date Date Date Dat	

## **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 / Addres	Director	10% Owner	Officer	Other				
OKEEFE MARY A								
711 HIGH STREET			Sr. VP & Chief Mktg. Off.					
DES MOINES, IA 50392			_					

## **Signatures**

Joyce N. Hoffman, by Power of Attorney

9/21/2009

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.