

PRINCIPAL FINANCIAL GROUP INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/11/2002 For Period Ending 12/9/2002

Address	711 HIGH STREET DES MOINES, Iowa 50392
Telephone	515-247-5111
CIK	0001126328
Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(h) of the Investment Company Act of 1940

Filed By Rome wn

1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Scholten, Gary P. Principal Financial Group, Inc. (PFG) Director 10% C
711 High Street 3. I.R.S. Identification Number 4. Statement for 7. Individual or Joint/Group Filing (Check
Des Moines, IA 50392 December 9, 2002 Senior Vice President and Chief Inform
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially
1. Title of Security 2. Transaction Date 2A. Deemed Execution Date 3. Transaction Code 4. Securities Acquired (A) or Disposed of (D) 5. Amount of Securities 6. Ownership Form:
Phantom Stock Unit 1 for 112/09/02 A .14 (1) (1) Common Stock .14 38.15

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).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
1. Title of Derivative Security 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date 3A. Deemed Execution Date 4. Transaction Code 5. Number of Derivative Securities Acquired or Disposed of 6. Date Exercisable and Expiration Date 7. Title and Amount of Underlying Securities 8. Price of Derivative Security 9. Number of Derivative Securities Beneficially Owned or Reported at Transaction Date
Phantom Stock Unit 1 for 112/09/02 A .14 (1) (1) Common Stock .14 38.15

Explanation of Responses:

(1) The reported phantom stock units were acquired pursuant to the Principal Select Savings Excess Plan and may be transferred at any time into an alternative under the Plan. Interests under the Plan will be settled upon the reporting person's retirement or other termination of service.

By: /s/ Joyce N. Hoffman Decem Date

**Signature of Reporting Person

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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End of Filing

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