

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 * SCHOLTEN GARY P (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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr VP & Ch Info Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/13/2007</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	2/13/2007		M (1)		4005	A	\$27.48	14326 (2)	D	
Common Stock	2/13/2007		M (1)		1075	A	\$28.09	15401 (2)	D	
Common Stock	2/13/2007		S (1)		400	D	\$62.31	15001 (2)	D	
Common Stock	2/13/2007		S (1)		200	D	\$62.33	14801 (2)	D	
Common Stock	2/13/2007		S (1)		80	D	\$62.34	14721 (2)	D	
Common Stock	2/13/2007		S (1)		600	D	\$62.35	14121 (2)	D	
Common Stock	2/13/2007		S (1)		200	D	\$62.37	13921 (2)	D	
Common Stock	2/13/2007		S (1)		100	D	\$62.40	13821 (2)	D	
Common Stock	2/13/2007		S (1)		100	D	\$62.41	13721 (2)	D	
Common Stock	2/13/2007		S (1)		100	D	\$62.46	13621 (2)	D	
Common Stock	2/13/2007		S (1)		100	D	\$62.51	13521 (2)	D	
Common Stock	2/13/2007		S (1)		100	D	\$62.54	13421 (2)	D	
Common Stock	2/13/2007		S (1)		100	D	\$62.55	13321 (2)	D	
Common Stock	2/13/2007		S (1)		300	D	\$62.56	13021 (2)	D	
Common Stock	2/13/2007		S (1)		200	D	\$62.60	12821 (2)	D	
Common Stock	2/13/2007		S (1)		200	D	\$62.65	12621 (2)	D	
Common Stock	2/13/2007		S (1)		300	D	\$62.67	12321 (2)	D	

