

# 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**

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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

<b>1. Name and Address of Reporting Person *</b>  <b>PRINCIPAL FINANCIAL GROUP INC</b>  (Last) (First) (Middle)  <b>711 HIGH STREET</b>  (Street)  <b>DES MOINES, IA 50392</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>PRINCIPAL FINANCIAL GROUP INC [ PFG ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span>  <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>1/30/2004</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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		

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D Preferred Convertible Stock	(1)	1/30/2004		J	(2)	150000	(3)	(4)	(5)	Common Stock	150000 (3)	\$5.84	298815	I	By Subsidiary
Series D Preferred Convertible Stock	(1)	1/30/2004		J	(2)	47500	(3)	(4)	(5)	Common Stock	47500 (3)	\$5.32	346315	I	By Subsidiary
Series D Preferred Convertible Stock	(1)	1/30/2004		J	(2)	8834	(3)	(4)	(5)	Common Stock	8834 (3)	\$10.00	355149	I	By Subsidiary

**Explanation of Responses:**

- (1) Security converts to Common Stock on a 1-to-10 basis. Series D Preferred Convertible Stock was previously reported to convert to Common Stock on a 1-to-120 basis. A 1-to-12 reverse stock split of the Common Stock was effected on January 9, 2004, impacting the conversion rate for the Series D Preferred Convertible Stock.
- (2) Acquired in connection with the mandatory conversion of promissory notes and accrued interest payable there on to Series D Preferred Convertible Stock.
- (3) The number of underlying shares of Common Stock is subject to adjustment for anti-dilution and other matters.
- (4) Immediately.
- (5) None.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRINCIPAL FINANCIAL GROUP INC 711 HIGH STREET DES MOINES, IA 50392		X		
PRINCIPAL FINANCIAL SERVICES INC 711 HIGH STREET DES MOINES, IA 50392		X		
PRINCIPAL LIFE INSURANCE CO 711 HIGH STREET DES MOINES, IA 50392		X		

**Signatures****Joyce N. Hoffman, Senior Vice President and Corporate Secretary****2/3/2004**

\*\* 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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