

PRINCIPAL FINANCIAL GROUP INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 8/15/2006 For Period Ending 8/11/2006

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

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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
OMB Number: 3235-0287
Expires: January 31, 2008
Estimated average burden hours per response... 0.5

**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 * GERSIE MICHAEL H (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] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/11/2006</p>	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) <p align="center">Executive Vice President/CFO</p>
4. If Amendment, Date Original Filed (MM/DD/YYYY)		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

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	8/11/2006		M		28000	A	\$27.57	65305 (2)	D	
Common Stock	8/11/2006		S		800	D	\$53.37	64505	D	
Common Stock	8/11/2006		S		100	D	\$53.45	64405	D	
Common Stock	8/11/2006		S		200	D	\$53.46	64205	D	
Common Stock	8/11/2006		S		100	D	\$53.47	64105	D	
Common Stock	8/11/2006		S		500	D	\$53.48	63605	D	
Common Stock	8/11/2006		S		300	D	\$53.49	63305	D	
Common Stock	8/11/2006		S		500	D	\$53.50	62805	D	
Common Stock	8/11/2006		S		800	D	\$53.51	62005	D	
Common Stock	8/11/2006		S		4000	D	\$53.52	58005	D	
Common Stock	8/11/2006		S		1400	D	\$53.53	56605	D	
Common Stock	8/11/2006		S		800	D	\$53.54	55805	D	
Common Stock	8/11/2006		S		2500	D	\$53.55	53305	D	
Common Stock	8/11/2006		S		1500	D	\$53.56	51805	D	
Common Stock	8/11/2006		S		1200	D	\$53.57	50605	D	
Common Stock	8/11/2006		S		2600	D	\$53.58	48005	D	
Common Stock	8/11/2006		S		1600	D	\$53.59	46405	D	

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	8/11/2006		S		1600	D	\$53.60	44805	D	
Common Stock	8/11/2006		S		400	D	\$53.61	44405	D	
Common Stock	8/11/2006		S		1000	D	\$53.62	43405	D	
Common Stock	8/11/2006		S		500	D	\$53.64	42905	D	
Common Stock	8/11/2006		S		1000	D	\$53.65	41905	D	
Common Stock	8/11/2006		S		700	D	\$53.66	41205	D	
Common Stock	8/11/2006		S		200	D	\$53.69	41005	D	
Common Stock	8/11/2006		S		100	D	\$53.71	40905	D	
Common Stock	8/11/2006		S		600	D	\$53.74	40305	D	
Common Stock	8/11/2006		S		400	D	\$53.75	39905	D	
Common Stock	8/11/2006		S		1000	D	\$53.77	38905	D	
Common Stock	8/11/2006		S		1600	D	\$53.78	37305	D	
Common Stock								3453 (3)	I	By Spouse

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				
Employee Stock Option (Right to Buy)	\$27.57	8/11/2006 (1)		M		28000	(4)	2/25/2013	Common Stock	28000	\$0	25620	D	

Explanation of Responses:

- (1) Pursuant to 10b5-1 plan adopted August 9, 2006.
- (2) Includes 2,850 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- (3) Includes 1,701 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- (4) The option vested in three equal annual installments ending on February 25, 2006.

Remarks:

This is the first of two Form 4s filed by the reporting person on the same date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERSIE MICHAEL H 711 HIGH STREET DES MOINES, IA 50392			Executive Vice President/CFO	

Signatures

Joyce N. Hoffman, by Power of Attorney

8/15/2006

** 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).

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