

PRINCIPAL FINANCIAL GROUP INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/29/2002 For Period Ending 10/25/2002

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
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1. Name and Address of Reporting Person*
Zimpleman, Larry D.
711 High Street
Des Moines, IA 50392
2. Issuer Name and Ticker or Trading Symbol
Principal Financial Group, Inc. (PFG)
3. I.R.S. Identification Number
4. Statement for
Month/Day/Year
October 25, 2002
5. If Amendment,
Date of Original
(Month/Day/Year)
6. Relationship of Reporting Person(s)
to Issuer (Check all applicable)
Director
Officer (give title below)
Executive Vice President
7. Individual or Joint/Group Filing (Check)
Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially

Table with 6 columns: 1. Title of Security, 2. Transaction Date, 2A. Deemed Execution, 3. Transaction Code, 4. Securities Acquired (A) or Disposed of (D), 5. Amount of Securities, 6. Ownership Form.

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 with 10 columns: 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 Transaction(s), 10. Ownership Form.

Explanation of Responses:

(1) Pursuant to 10b5-1 Plan adopted February 27, 2002.

(2) The reported phantom stock units were acquired pursuant to the Principal Select Savings Excess Plan and may be transferred at any time into 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
Attorney-in-Fact

**Signature of Reporting Person

October
Date

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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