

# 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).

OMB Numt Expires: Ja Estimated e hours per re

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)
Shaff, Karen E. Principal Financial Group, Inc. (PFG) Director 10% C
711 High Street 3. I.R.S. Identification Number 4. Statement for 5. If Amendment, 7. Individual or Joint/Group Filing (Check
Des Moines, IA 50392 October 25, 2002 Senior Vice President and General Cou
Des Moines, IA 50392 Date of Original Form filed by One Reporting Person
Des Moines, IA 50392 (Month/Day/Year) Form filed by More than One Reportin

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

Table with 6 columns: 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.

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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a current control number

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 March 25, 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently val:

---

**End of Filing**

Powered By **EDGAR**  
Online

© 2005 | **EDGAR Online, Inc.**