

# FORM 3

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL  
OMB Number: 3235-0104  
Expires: February 28, 2011  
Estimated average burden  
hours per response... 0.5

## INITIAL STATEMENT OF 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(h) of the  
Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name <b>and</b> Ticker or Trading Symbol
<b>Elming Gregory Bernard</b>	<b>3/14/2011</b>	<b>PRINCIPAL FINANCIAL GROUP INC [PFG]</b>
(Last) (First) (Middle) <b>711 HIGH STREET</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
	<input type="checkbox"/> Director <span style="margin-left: 150px;"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span> <b>SVP &amp; Chief Risk Officer /</b>	
(Street) <b>DES MOINES, IA 50392</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		<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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock</b>	<b>11183</b> <sup>(1)</sup>	<b>D</b>	
<b>Common Stock</b>	<b>216</b>	<b>I</b>	<b>By Spouse</b>

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Phantom Stock Units</b>	<sup>(2)</sup>	<sup>(2)</sup>	<b>Common Stock</b>	<b>2</b>	<sup>(3)</sup>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>2/25/2006</b>	<b>2/25/2013</b>	<b>Common Stock</b>	<b>8000</b>	<b>\$27.57</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>2/24/2007</b>	<b>2/24/2014</b>	<b>Common Stock</b>	<b>8485</b>	<b>\$36.30</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>2/28/2008</b>	<b>2/28/2015</b>	<b>Common Stock</b>	<b>8095</b>	<b>\$39.02</b>	<b>D</b>	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Employee Stock Option (Right to Buy)</b>	<b>2/27/2009</b>	<b>2/27/2016</b>	<b>Common Stock</b>	<b>9165</b>	<b>\$49.25</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>2/26/2010</b>	<b>2/26/2017</b>	<b>Common Stock</b>	<b>8260</b>	<b>\$62.63</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>2/26/2011</b>	<b>2/26/2018</b>	<b>Common Stock</b>	<b>12600</b>	<b>\$60.10</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	(4)	<b>2/24/2019</b>	<b>Common Stock</b>	<b>21030</b>	<b>\$11.07</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	(5)	<b>2/23/2020</b>	<b>Common Stock</b>	<b>8695</b>	<b>\$22.21</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	(6)	<b>2/28/2021</b>	<b>Common Stock</b>	<b>5975</b>	<b>\$34.26</b>	<b>D</b>	

**Explanation of Responses:**

- (1) Includes 1,378 shares granted pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan and 7,939 restricted stock units granted pursuant to the Principal Financial Group, Inc. Stock Incentive Plan.
- (2) Acquired pursuant to the Principal Financial Group, Inc. Select Savings Excess Plan and may be transferred at any time into another investment alternative under that plan. Interests under the plan will be settled upon the reporting person's retirement or other termination of service.
- (3) Security converts to common stock on a one-for-one basis.
- (4) The option vests in three equal annual installments beginning February 24, 2010.
- (5) The option vests in three equal annual installments beginning February 23, 2011.
- (6) The option vests in three equal annual installments beginning February 28, 2012.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Elming Gregory Bernard 711 HIGH STREET DES MOINES, IA 50392</b>			<b>SVP &amp; Chief Risk Officer</b>	

**Signatures**

**Joyce N. Hoffman, by Power of Attorney**

**3/23/2011**

\*\* 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 5(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.

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

Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints Larry D. Zimpleman, Karen E. Shaff and Joyce N. Hoffman, and each of them, individually, the undersigned's true and lawful attorney in fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner of securities of Principal Financial Group, Inc. (the "Company's"), Schedules 13D (including amendments thereto) and Forms 3, 4 and 5 in accordance with Section 13(d) and Section 16 (a), respectively, of the Securities Exchange Act of 1934 and the rules thereunder and any joint filing agreement pursuant to Rule 13d-1(k)(1) (iii);
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D (or amendment), Form 3, 4 or 5 or joint filing agreement and timely file such schedule or form with the United States Securities and Exchange Commission and any appropriate national securities exchange; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by each such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as he may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each such attorney in fact is serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13(d) or Section 16 of the Securities Exchange act of 1934.

The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedules 13(d) or Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

From and after the date hereof, any Power of Attorney previously granted by the undersigned concerning the subject matter hereof is hereby revoked.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of March, 2011.

*/s/ Gregory B. Elming* \_\_\_\_\_  
Name: *Gregory B. Elming*