

# PRINCIPAL FINANCIAL GROUP INC

## FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 11/19/2002 For Period Ending 11/19/2002

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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**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*			2. Issuer Name <b>and</b> Ticker or Trading Symbol <b>Principal Financial Group, Inc. (PFG)</b>		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% C <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (s)	
<b>Shaff, Karen E.</b> (Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year <b>May 2002</b>	
<b>711 High Street</b>  (Street)			5. If Amendment, Date of Original (Month/Day/Year) <b>June 7, 2002</b>		<b>Senior Vice President and General Cou</b>	
<b>Des Moines , IA 50392</b>  (City) (State) (Zip)			7. Individual or Joint/Group Filing (Check <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reportin			

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

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (Instr. 4)
Common Stock	May 7, 2002		P (1)	365	A 26.37	D
Common Stock	May 7, 2002		P	570	A 26.50	D
Common Stock	May 7, 2002		P	500	A 26.50	D
Common Stock	May 7, 2002		P	500	A 26.50	D
Common Stock	May 7, 2002		P	200	A 26.50	2,135 D
Common Stock	May 7, 2002		P	850	A 26.50	I
Common Stock	May 7, 2002		P	1,050	A 26.50	2,136 I
Common Stock						523 I

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)**

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)
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Code V	(A)	(D)	Date Exer- cisable Date	Expira- tion Date	Title Amount or Number of Shares	(Instr. 4)	(D) or Inc (I) (In
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Explanation of Responses:

(1) All purchases on May 7, 2002 were pursuant to 10b5-1 Plan adopted March 25, 2002.

By: /s/ **Joyce N. Hoffman**  
**Attorney-in-Fact**  
 \*\*Signature of Reporting Person

**Novem**  
 Date

\*\*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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