

PRINCIPAL FINANCIAL GROUP INC  
Form 4  
February 27, 2003

**FORM 4**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response. . .0.5

**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  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>O'Keefe, Mary A.</b> (Last) (First) (Middle) <b>711 High Street</b>  (Street) <b>Des Moines, IA 50392</b>  (City) (State) (Zip)			2. Issuer Name and 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% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior Vice President Corporate Relations and Human Resources</b>			
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>February 25, 2003</b>			7. 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				
			5. If Amendment, Date of Original (Month/Day/Year)							
Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 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	2/25/03		A		186	A		1,496 <sup>(1)</sup>	D	
Common Stock								1,581	I	By 401(k) Plan
Common Stock								211	I	By Spouse

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	2. Conversion or	3. Trans-	3A. Deemed	4. Trans-	5. Number of	6. Date Exercisable and Expiration	7. Title and Amount of	8. Price of Derivative	9. Number of Derivative	10. Owner-	11. Nature of Indire
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Security (Instr. 3)	Exercise Price of Derivative Security	action Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	action Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D)  (Instr. 3, 4 & 5)		Date (Month/Day/ Year)		Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	Benefici- Ownersh- (Instr. 4)
					Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date				
<b>Performance Units</b>	<b>1 for 1</b>	<b>2/25/03</b>		<b>A</b>	<b>8,461</b>		<sup>(2)</sup>	<sup>(2)</sup>	<b>Common Stock</b>	<b>8,461</b>		<b>8,461</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>\$27.57</b>	<b>2/25/03</b>		<b>A</b>	<b>31,670</b>		<sup>(3)</sup>	<b>2/25/13</b>	<b>Common Stock</b>	<b>31,670</b>		<b>31,670</b>	<b>D</b>	

Explanation of Responses:

(1) Includes 452 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

(2) The reported performance units were acquired pursuant to the Principal Financial Group Long-Term Performance Plan. Units under the Plan will be settled in cash or stock within a five-year period from date of vesting.

(3) The option vests in three equal annual installments beginning on February 25, 2004.

By: /s/ **Joyce N. Hoffman**  
**Attorney-in-Fact**

**February 27, 2003**  
Date

\*\*Signature of Reporting Person

\*\*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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