

PRINCIPAL FINANCIAL GROUP INC

Form 4

September 21, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GERSIE MICHAEL H

2. Issuer Name **and** Ticker or Trading
Symbol
PRINCIPAL FINANCIAL GROUP
INC [PFG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

711 HIGH STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/19/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive Vice President/CFO

DES MOINES, IA 50392

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/19/2005		M	V Amount (A) or (D) Price 10,000 A \$ 27.48	43,308 ⁽¹⁾	D	
Common Stock	09/19/2005		S	10,000 D \$ 46.42	33,308 ⁽¹⁾	D	
Common Stock	09/19/2005		M	3,675 A \$ 27.48	7,079 ⁽¹⁾	I	By Spouse
Common Stock	09/19/2005		S	3,675 D \$ 46.42	3,404 ⁽¹⁾	I	By Spouse
Common Stock	09/19/2005		M	3,480 A \$ 27.57	6,884 ⁽¹⁾	I	By Spouse

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Common Stock	09/19/2005	S	3,480	D	\$ 46.42	3,404 ⁽¹⁾	I	By Spouse
Common Stock						451	I	By 401(k) Plan
Common Stock						226	I	By Spouse's 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.48	09/19/2005		M		10,000		<u>(2)</u>	04/29/2012	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 27.48	09/19/2005		M		3,675		<u>(2)</u>	04/29/2012	Common Stock	3,675
Employee Stock Option (right to buy)	\$ 27.57	09/19/2005		M		3,480		<u>(2)</u>	02/25/2013	Common Stock	3,480

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERSIE MICHAEL H 711 HIGH STREET DES MOINES, IA 50392			Executive Vice President/CFO	

Signatures

Joyce N. Hoffman, by Power of Attorney

09/21/2005

____Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) Includes 1,680 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- (2) The option vested in equal annual installments.

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