

PRINCIPAL FINANCIAL GROUP INC  
Form 4  
June 11, 2007

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ZIMPLEMAN LARRY D

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)  
06/07/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President and COO

DES MOINES, IA 50392

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

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

(City) (State) (Zip)

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/07/2007		M <sup>(1)</sup>		24,177	A	\$ 27.57
Common Stock	06/07/2007		S <sup>(1)</sup>		200	D	\$ 59.42
Common Stock	06/07/2007		S <sup>(1)</sup>		200	D	\$ 59.43
Common Stock	06/07/2007		S <sup>(1)</sup>		1,800	D	\$ 59.61
Common Stock	06/07/2007		S <sup>(1)</sup>		200	D	\$ 59.67

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Common Stock	06/07/2007	S <sup>(1)</sup>	100	D	\$ 59.75	45,151 <sup>(2)</sup>	D
Common Stock	06/07/2007	S <sup>(1)</sup>	700	D	\$ 59.76	44,451 <sup>(2)</sup>	D
Common Stock	06/07/2007	S <sup>(1)</sup>	500	D	\$ 59.77	43,951 <sup>(2)</sup>	D
Common Stock	06/07/2007	S <sup>(1)</sup>	100	D	\$ 59.78	43,851 <sup>(2)</sup>	D
Common Stock	06/07/2007	S <sup>(1)</sup>	1,200	D	\$ 59.79	42,651 <sup>(2)</sup>	D
Common Stock	06/07/2007	S <sup>(1)</sup>	400	D	\$ 59.8	42,251 <sup>(2)</sup>	D
Common Stock	06/07/2007	S <sup>(1)</sup>	677	D	\$ 59.82	41,574 <sup>(2)</sup>	D
Common Stock	06/07/2007	S <sup>(1)</sup>	1,195	D	\$ 59.83	40,379 <sup>(2)</sup>	D
Common Stock	06/07/2007	S <sup>(1)</sup>	600	D	\$ 59.84	39,779 <sup>(2)</sup>	D
Common Stock	06/07/2007	S <sup>(1)</sup>	900	D	\$ 59.85	38,879 <sup>(2)</sup>	D
Common Stock	06/07/2007	S <sup>(1)</sup>	1,600	D	\$ 59.86	37,279 <sup>(2)</sup>	D
Common Stock	06/07/2007	S <sup>(1)</sup>	2,504	D	\$ 59.87	34,775 <sup>(2)</sup>	D
Common Stock	06/07/2007	S <sup>(1)</sup>	2,426	D	\$ 59.88	32,349 <sup>(2)</sup>	D
Common Stock	06/07/2007	S <sup>(1)</sup>	3,764	D	\$ 59.89	28,585 <sup>(2)</sup>	D
Common Stock	06/07/2007	S <sup>(1)</sup>	5,111	D	\$ 59.9	23,474 <sup>(2)</sup>	D

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.57	06/07/2007	<u>M</u>				02/24/2006	02/25/2013	Common Stock	24,177

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIMPLEMAN LARRY D 711 HIGH STREET DES MOINES, IA 50392			President and COO	

## Signatures

Joyce N. Hoffman, by Power of Attorney  
 Date: 06/11/2007

\*\*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) Pursuant to a 10b5-1 plan adopted May 25, 2007.
- (2) Includes 2,156 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

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