

Edgar Filing: PRINCIPAL FINANCIAL GROUP INC - Form 4

Security (Instr. 3)	Exercise Price of Derivative Security	action Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	action Code (Instr. 8)		of 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)	Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exer-cisable	Expira- tion Date				
Phantom Stock Units	1 for 1	Nov. 22, 02		<u>A</u> ⁽²⁾		34.50	<u>(3)</u>	<u>(3)</u>	Common Stock	34.50	30.60	750.36	D	

Explanation of Responses:

(1) Pursuant to 10b5-1 Plan adopted November 7, 2002.

(2) Pursuant to 10b5-1 Plan adopted March 25, 2002.

(3) The reported phantom stock units were acquired pursuant to the Principal Select Savings Excess Plan and may be transferred at any time into another investment alternative under the Plan. Interests under the Plan will be settled upon the reporting person's retirement or other termination of service.

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

November 26, 2002
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.

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 Number.