PRINCIPAL FINANCIAL GROUP INC Form 4 April 22, 2003

FORM 4

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

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

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Section 16 Filer www.section16.net

OMB APPROVAL

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

					ime and Ti inancial G		Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 711 High Street				ortin	entification g Person, (voluntary)	Number	Mon	atement for th/Day/Year il 21, 2003	10 X	_ Director 10% Owner X Officer (give title below) Other (specify below)			
	(0,						5 10		Pı	xecutive Vice resident			
(Street)								Amendment,		7. Individual or Joint/Group Filing			
								of Original		(Check Applicable Line)			
Des Moines, IA 50392			(Month/Day/Year)							X Form filed by One Reporting Person			
											Mora than Ona		
								Form filed by More than One Reporting Person					
$(C;t_{r})$ $(C;t_{r})$ $(Z;-)$			7	Fabl	a I Non I	Domivoti		osed of, or Beneficially Owned					
(City) (State) (Zip) 1. Title of 2. Trans- 2A. Deemed								6. Owner- 7. Nature of					
Security		Execution	3. Trans					5. Amount of Securities			7. Nature of Indirect		
(Instr. 3)	Date	Date,	action Code or Disposed of (D) (Instr. 8) (Instr. 3, 4 & 5)					Beneficially		· • •	Beneficial		
(IIIsu. 5)	(Month/ Day/	· ·	<u>`</u>	í –				Owned Follow-		or Indirect (I)			
	(Monul/ Day/ Year)	(Month/Day/	Code	v	Amount	(A)	THEE	ing Reported		(Instr. 4)	(Instr. 4)		
	rear)	(Wolldin Day) Year)				or		Transactions(s)		(IIIsu: +)	(111501. 4)		
		(cur)				(D)		(Instr. 3 & 4)					
Common Stock	4/21/03		P (1)		100	А	\$29.72	(msu. 5 & 4)	9,479 ⁽²⁾	D			
Common Stock									7,761	Ι	By 401(k) Plan		
Common Stock									100	I	By Daughter		
Common Stock									100	I	By Son		

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

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Conver-	3	h •		_									
	5.	3A.	4.	5.		6. Date Exerc	isable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
on or	Trans-	Deemed	Trans-	N	Numberand Expiration			Amou	unt of	Derivative	Derivative	Owner-	of Indirect
xercise a	action	Execution	action	of	of Date			Unde	rlying	Security	Securities	ship	Beneficial
rice of	Date	Date,	Code	D	erivat	i (Melonth/Day/		Secur	rities	(Instr. 5)	Beneficially	Form	Ownership
erivative		if any		S	ecurit	i ex ear)		(Instr	. 3 & 4)		Owned	of Deriv-	(Instr. 4)
ecurity ((Month/	(Month/	(Instr.	А	cquir	ed					Following	ative	
. I	Day/	Day/	8)	(/	() or						Reported	Security:	
	Year)	Year)		D	ispos	ed					Transaction(s)	Direct	
				of	(D)						(Instr. 4)	(D)	
											· /	or	
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				5								(Instr. 4)	
			Code	V (ND	Date	Exnira-	Title	Amount				
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							Date						
ri e	ce of rivative curity	ce of Date rivative curity (Month/ Day/ Year)	ce of Date Date, rivative if any curity (Month/ (Month/ Day/ Day/ Year) Year)	ce of Date Date, Code rivative if any curity (Month/ (Month/ (Instr. Day/ Day/ 8) Year) Year) Code	ce of Date Date, Code D. rivative if any Security (Month/ (Month/ (Instr. A. Day/ Day/ 8) (A Year) Year) D Code V (A Code V (A	ce of Date Date, Code Derivat rivative (Month/ (Month/ (Instr. Acquire Day/ Day/ 8) (A) or Year) Year) Year) (Instr. 3, 4 & 5) Code V (A) (D)	ce of rivative curity (Month/ (Month/ Day/ Day/ Day/ Year) Year) Code Derivati (Month/Day/ Securitie Kear) (Month/ (Month/ 8) (Instr. Acquired 8) (A) or Disposed of (D) (Instr. 3, 4 & 5) Code V (A) (D) Date Exer-cisable	ce of rivative rivative (Month/ (Month/ (Month/ (Instr. Acquired Day/ Day/ Day/ Year)) Year) Year) Year) Code V (A) or Disposed of (D) (Instr. 3, 4 & 5) Code V (A) (D) Date Expiration Date E	ce of diama and the diama and	ce of rivative curity (Month/ (Month/ Day/ Year) Year) Code Derivati (Month/Day/ Securities (Instr. 3 & 4) (Instr. Acquired 8) (A) or Disposed of (D) (Instr. 3, 4 & 5) Code V (A) (D) Date Expira- tion Date Title Amount or Number of Shares	ce of rivative curity (Month/ Month/ Day/ Day/ Year) (Month/ (Month/ Day/ Year) (Instr. Acquired 8) (A) or Disposed of (D) (Instr. 3, 4 & 5) Code V (A) (D) Date Expira- Code V (A) (D) Date Expira- Code V (A) (D) Date Or Disposed Date Control (Instr. 1000 Date Control (Instr. 1	ce of rivative curity (Month/ (Month/ (Month/ Day/ (Instr. 4))) (Instr. 4cquired (Month/ Day/ (Par))) (Instr. 4cquired (Month/ Pay/ Year)) (Instr. 4cquired (Instr. 4)) (Instr. 4cquired (Instr. 4cquir	ce of rivative curity (Month/ (Month/ Day/ Year) (Month/ (Month/ Day/ Year) (Instr. Acquired (Instr.

(e.g., puts, calls, warrants, options, convertible securities)

Explanation of Responses:

(1) Pursuant to 10b5-1 Plan adopted February 8, 2002.

(2) Includes 453 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

By: /s/ Joyce N. Hoffman /s/ Senior Vice President and Corporate Secretary **Signature of Reporting Person April 22, 2003 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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