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PRINCIPAL FINANCIAL GROUP INC

Form 4

December 10, 2002

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

OMB APPROVAL

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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 & Dye's Instant Form 4 Filer www.section16.net

1. Name and A Lamale, Ellen			me and Tic inancial G		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) 711 High Stree	of Reporting Person,					Statement for onth/Day/Year ecember 6, 2002		-		
							Senior Vice Pr Actuary	esident and Chief		
Des Moines, L						If Amendment, ate of Original Ionth/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Cit	Γ	able	I Non-I)erivat	ive Se	Securities Acquired, Disposed of, or Beneficially Owned				
1. Title of Security (Instr. 3)	action	Execution Date,	3. Trans action C (Instr. 8 Code	ode	4. Securitie (A) or Disp (Instr. 3, 4 Amount	osed o		5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

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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)

	,	0 / 1 /								
2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Exercise	Date	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
Price of		Date,	Code	Derivative	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
Derivative	(Month/	if any		Securities	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
Security	Day/	(Month/	(Instr.	Acquired				Following	ative	
	Year)	Day/	8)	(A) or				Reported	Security:	
		Year)		Disposed				Transaction(s)	Direct	
				of (D)				(Instr. 4)	(D)	
								Ì		
	sion or Exercise Price of Derivative Security	2. Conver- 3. Transsion or action Exercise Date Price of Derivative (Month/	2. Conversion or action Deemed Exercise Date Execution Date, Derivative (Month/ Year) 3. Trans-3A. Deemed Execution Date, if any (Month/ Year) Day/ Day/	2. Conversion or action Deemed Trans-Exercise Date Execution Date, Code Derivative (Month/ Security Day/ Year) Day/ Security Day	2. Conversion or action Deemed Trans- Number Exercise Date Execution Date, Code Derivative Security Day/ (Month/ Year) Day/ Year) 3. Trans- 3A. 4. 5. Number action of Deemed Trans- Acquired Month/ (Code Derivative Securities Securities Securities Securities Security Pary Day/ (Month/ Year) Day/ (A) or Disposed	2. Conversion or action Date Execution Date Execution Date, Code Derivative (Month/ Security Pear) 2. Conversion Date Execution Date Execution Date Date, Code Derivative (Month/Day/ Securities Pear) 3. Trans- 3A. 4. 5. 6. Date Exercisable and Expiration Date Derivative (Month/Day/ Securities Pear) 4. Code Derivative (Month/Day/ Securities Pear) 5. 6. Date Exercisable and Expiration Date Derivative (Month/Day/ Securities Pear) 5. Code Derivative (Month/Day/ Securities Pear) 6. Date Exercisable and Expiration Date Derivative (Month/Day/ Securities Pear)	2. Conversion or action Deemed Trans- Number and Expiration Date Execution Date, Code Derivative (Month/ Security Paar) 2. Conversion 3. Trans- 3A. 4. 5. 6. Date Exercisable and Expiration Date Execution of Date and Expiration Date and Expiration Date Underlying Date Securities Securities Price of Day/ (Month/ (Instr. Acquired Pay/ Year) Day/ 8) (A) or Disposed Date Date Exercisable Amount of Date Underlying Securities Securities (Instr. 3 & 4)	2. Conversion or action Deemed Trans- Date Exercise Price of Derivative (Month/ Security Pear) 2. Conversion of Deemed Trans- Number and Expiration Date Exercise Date Date Date Derivative (Month/Day/ Securities Price of Date, Pay/ Year) 3. Trans- 3A. 4. 5. 6. Date Exercisable and Expiration Derivative and Expiration Date Underlying Security Securities Year) 4. Day/ Securities Price of Date Underlying Securities Price Pr	2. Conversion or action Date Execution Date Execution Date, Code Derivative Securities Price of Derivative Security Par Day/ Year) 4. 5. 6. Date Exercisable Amount of Derivative Exercisable and Expiration Date Exercisable Amount of Derivative Securities Underlying Securities (Instr. 3 & 4) 8. Price of Derivative Securities Securities (Instr. 3 & 4) 8. Price of Derivative Securities Securities (Instr. 5) 9. Number of Derivative Securities (Instr. 5)	sion or action Date Execution Date Date Date Date Date Date Date Date

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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						(Instr. 4 & 5							or Indirect (I)	
				Code	V	(A)		Expira-		Amount			(Instr. 4)	
							Exer-cisable	uon Date		or Number				
										of Shares				
Phantom	1 for 1	12/06/02		A (1)		10.19	(2)	(2)	Common		29.58	225.42	D	
Stock Units									Stock					

Explanation of Responses:

By: /s/ <u>Joyce N. Hoffman</u> Attorney-in-Fact <u>December 10, 2002</u>

Date

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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⁽¹⁾ Pursuant to 10b5-1 Plan adopted February 21, 2002.

⁽²⁾ 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.

^{**}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).