

LAWLER JULIA M  
Form 4/A  
March 06, 2003

**FORM 4**

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

OMB APPROVAL

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**

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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  
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| 1. Name and Address of Reporting Person*<br><b>Lawler, Julia M.</b><br>(Last) (First) (Middle)<br><b>711 High Street</b><br><br>(Street)<br><b>Des Moines, IA 50392</b><br><br>(City) (State) (Zip) |                                      |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Principal Financial Group, Inc. (PFG)</b> |   |  |            | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> Other (specify below)<br><b>Senior Vice President and Chief Investment Officer</b> |   |  |                                   |
|---|--------------------------------------|--|---|---|--|------------|---|---|--|-----------------------------------|
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)   |                                      |  | 4. Statement for Month/Day/Year<br><b>March 4, 2003</b>                                     |   | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |            |   |   |  |                                   |
|   |                                      |  | 5. If Amendment, Date of Original (Month/Day/Year)<br><b>March 5, 2003</b>                  |   |  |            |   |   |  |                                   |
| 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 & 5)  |            |   | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|   |                                      |  | Code  | V | Amount   | (A) or (D) | Price   |   |  |                                   |
| Common Stock  |                                      |  |   |   |  |            |   | 928 <sup>(1)</sup>  | D  |                                   |
| Common Stock  | 3/4/03                               |  | I   |   | 364  | A          | \$27.68   | 743   | I  | By 401(k) Plan                    |

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

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of | 3. Transaction Date | 3A. Deemed Execution Date, | 4. Transaction Code | 5. Number of Derivatives | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially | 10. Ownership Form | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|------------------------------------|---------------------|----------------------------|---------------------|--------------------------|--|--|--|---|--------------------|---|
|---------------------------------|------------------------------------|---------------------|----------------------------|---------------------|--------------------------|--|--|--|---|--------------------|---|

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| (Instr. 3) | Derivative Security | (Month/Day/Year) | if any (Month/Day/Year) | Securities (Instr. 8) |   |     |     | Year | (Instr. 3 & 4)    |                  | Owned Following Reported Transaction(s) (Instr. 4) | of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | (Instr. 4) |
|------------|---------------------|------------------|-------------------------|-----------------------|---|-----|-----|------|-------------------|------------------|--|---|------------|
|            |                     |                  |                         | Code                  | V | (A) | (D) |      | Date Exer-cisable | Expira-tion Date |  |   |            |
|            |                     |                  |                         |                       |   |     |     |      |                   |                  |  |   |            |

Explanation of Responses:

(1) Reflects 249 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

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

**March 6, 2003**  
 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.

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