#### GERSIE MICHAEL H

Form 4

February 15, 2007

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

(Print or Type Responses)

02/13/2007

02/13/2007

02/13/2007

02/13/2007

Stock

Stock

Stock

Stock

Common

Common

Common

	1. Name and A GERSIE MI	ddress of Reporting F CHAEL H	Symbol	er Name <b>and</b> CIPAL FIN FG]				5. Relationship of Issuer (Chec	Reporting Pers	· ·
	(Last) 711 HIGH S	(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  11 HIGH STREET 02/13/2007				Director 10% Owner _X_ Officer (give title Other (specify below)  Executive Vice President/CFO				
(Street) DES MOINES, IA 50392				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
	(City)		(Zip) Tol	1. T. N T	<b></b>	G	···	Person	e D e . t . u	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Tal	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ities A ispose 4 and (A) or	cquired d of (D) 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)	•
	Common Stock	02/13/2007		Code V $S_{\underline{(1)}}$	Amount 200	(D)	Price \$ 62.67	39,019 (2)	D	
	Common	02/13/2007		<b>S</b> (1)	300	D	\$	38 710 (2)	D	

 $S^{(1)}$ 

 $S^{(1)}$ 

 $S^{(1)}$ 

 $S^{(1)}$ 

300

200

100

900

D

D

38,719 (2)

38,519 (2)

38,419 (2)

37,519 (2)

D

D

D

D

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Common Stock	3,506 (3)	I	By Spouse
Common Stock	451	I	By 401(k) Plan
Common Stock	224	I	By Spose's 401(k) Plan

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

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 control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.		5. Sin Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

GERSIE MICHAEL H 711 HIGH STREET DES MOINES, IA 50392

Executive Vice President/CFO

### **Signatures**

Joyce N. Hoffman, by Power of Attorney 02/15/2007

\*\*Signature of Reporting Person Date

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## **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 10b5-1 plan executed February 8, 2007.
- (2) Includes 2,889 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- (3) Includes 1,724 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

#### **Remarks:**

Form 4 - Part 2 of 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.