### PRINCIPAL FINANCIAL GROUP INC

Form 4 April 17, 2003

# FORM 4

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

#### **OMB APPROVAL**

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\_ 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

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 and Dye's Section 16 Filer www.section16.net

1. Name and A  Johnson, Cha			me and Tic inancial G		Per	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) (First) (Middle)				3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				Statement for onth/Day/Year oril 15, 2003	109	X Director			
(Street)  Des Moines, IA 50392								if Amendment, te of Original onth/Day/Year)	(Cl <u><b>X</b></u> I Per _ I	7. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)				Table I Non-Derivative Securities Acquire						Disposed of, or Beneficially Owned			
1. Title of Security (Instr. 3)		2A. Deemed Execution Date, if any (Month/Day/ Year)	xecution action Code (A) or Disposed (Instr. 8) (Instr. 3, 4 & 5) Code V Amount (A) or		osed o & 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	s I	Direct (D) or Indirect (I)	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)

			orgo, pares	, ,		/ I /		,			
1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Derivati <sup>,</sup>	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Securitie	<b>Y</b> ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	Acquired	1			Following	ative	
		Day/	Day/	8)	(A) or				Reported	Security:	
		Year)	Year)		Dispose	1			Transaction(s)	Direct	
					of (D)				(Instr. 4)	(D)	
									(	or	

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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				(Ins 3, 4 5)								Indirect (I) (Instr. 4)	
			Code	V (A)		Exer-cisable	Expira- tion Date		Amount or Number of				
				-	-		745		Shares				
Phantom	1 for 1	4/15/03	A	127		(1)	_	Common	127	\$29.90	335	D	
Stock Units								Stock					

Explanation of Responses:

(1) The reported phantom stock units were acquired pursuant to the Principal Deferred Compensation Plan for Non-Employee Directors and will be settled on the reporting person's retirement.

By: /s/ <u>Joyce N. Hoffman</u>
Attorney-in-Fact
\*\*Signature of Reporting Person

April 17, 2003

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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<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).