Edgar Filing: OKEEFE MARY A - Form 4

OKEEFE MAF Form 4												
March 02, 2011	Л									OMB A	PPROVA	AL.
Washington, D.C. 20549										B nber:	3235-0287	
Check this b if no longer subject to Section 16. Form 4 or Form 5	STATEN	F CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Section 16(a) of the Securities Exchange Act of 193						F Esti bur resj	Estimated average burden hours per		ry 31, 2005 0.5	
obligations may continu <i>See</i> Instructi 1(b).	e. Section 17((a) of the l	Public U		ding C	Compa	any Act	of 1935 or Section				
(Print or Type Res	ponses)											
1. Name and Add OKEEFE MA	2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last)	(First) (Middle)	INC [P	-	rancact	ion		Director		10% Owner		
711 HIGH ST	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2011				Officer (give title Other (specify below) below) Sr. VP & Chief Mktg. Off.							
DES MOINES	(Street) 5, 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 Person 						
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivat	ive Sec	curities A	cquired, Disposed	of, or B	eneficia	lly Owne	d
	Transaction Date (onth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispos (Instr.	red (A) sed of (3, 4 an (A of	(D) ud 5) .)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Own Form: I (D) or I (I) (Instr. 4	Direct Indirect	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al ip
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	Per info rec dis	rsons ormat juired	who res ion cont to respo a curre	or indirectly. spond to the colle ained in this forr ond unless the fo ntly valid OMB co	n are no orm		SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

Edgar Filing: OKEEFE MARY A - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 34.26	02/28/2011		А		19,910		<u>(1)</u>	02/28/2021	Common Stock	19,910
Reporting Owners											
Reporting C)wner Name / Ad			elations	hips						
		Director	10% Owner Of	ficer				Other			

Sr. VP & Chief Mktg. Off.

OKEEFE MARY A 711 HIGH STREET DES MOINES, IA 50392

Signatures

Joyce N. Hoffman, by Power of 03/02/2011 Attorney

**Signature of Reporting Person

Date

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) The option vests in three equal annual installments beginning February 28, 2012.

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.