

PRINCIPAL FINANCIAL GROUP INC
Form 5
February 14, 2003

FORM 5

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).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

Form 3 Holdings Reported
 Form 4 Transactions Reported

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 Address of Reporting Person* O'Keefe, Mary A. (Last) (First) (Middle) 711 High Street (Street) Des Moines, IA 50392 | | | 2. Issuer Name and Ticker or Trading Symbol Principal Financial Group, Inc. (PFG) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Senior Vice President Corporate Relations and Human Resources Other (specify below) | | | |
|---|--|---|---|---|--|--|--|--|-----------------------------------|
| | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Year December 2002 | | | | |
| | | | | | 5. If Amendment, Date of Original (Month/Year) | | | | |
| | | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | | |
| (City) (State) (Zip) | | | 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 at End of Issuer's Fiscal year (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | 1,310 ⁽¹⁾ | D | |
| Common Stock | 5/20/02 | | I | 1,353 | A | \$29.57 | 1,581 | I | By 401(k) Plan |
| Common Stock | | | | | | | 211 | I | By Spouse |

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).

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

FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion or | 3. Trans- | 3A. Deemed | 4. Trans- | 5. Number of | 6. Date Exercisable and Expiration | 7. Title and Amount of | 8. Price of Derivative | 9. Number of | 10. Owner- | 11. Nature of Indirect |
|------------------------|------------------|-----------|------------|-----------|--------------|------------------------------------|------------------------|------------------------|--------------|------------|------------------------|
|------------------------|------------------|-----------|------------|-----------|--------------|------------------------------------|------------------------|------------------------|--------------|------------|------------------------|

Edgar Filing: PRINCIPAL FINANCIAL GROUP INC - Form 5

| Security (Instr. 3) | Exercise Price of Derivative Security | action Date (Month/ Day/ Year) | Execution Date, if any (Month/ Day/ Year) | action Code (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | Date (Month/Day/ Year) | | Underlying Securities (Instr. 3 & 4) | | Security (Instr. 5) | Derivative Securities Beneficially Owned at End of Year (Instr. 4) | ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|---|--|--|--|---------------------------------|--|-----|------------------------------|-------------------------|--|--|------------------------|--|---|---------------------------------------|
| | | | | | (A) | (D) | Date Exer- cisable | Expira- tion Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Buy) | \$27.48 | 4/29/02 | | A | 14,935 | | (2) | 4/29/12 | Common Stock | 14,935 | | 14,935 | D | |

Explanation of Responses:

(1) Includes 452 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

(2) The option vests in three annual installments beginning on April 29, 2003.

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

February 14, 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.

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 Number.