

SCHOLTEN GARY P
Form 4
February 27, 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).

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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

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|--|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Scholten, Gary P. (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) <input type="checkbox"/> Other (specify below) Senior Vice President and Chief Information Officer | | |
| | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year February 25, 2003 | | |
| | | | | | | 5. If Amendment, Date of Original (Month/Day/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 | | |

| 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 Transactions(s) (Instr. 3 & 4) | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|---|--------|--------------------------------------|-------|--|---|--------------------------------|--|---|----------------------|--|--|--|--|--|---|
| Code | V | Amount | (A) or (D) | Price | | | | | | | | | | | | |
| | | | A | | 1,171 | A | | | | 1,564 ⁽¹⁾ | | D | | | | |
| | | | | | | | | | | 1,449 | | I | | By 401(k) Plan | | |
| | | | | | | | | | | 192 | | 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).

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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 | 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 Derivative | 10. Owner- | 11. Nature of Indirect |
|------------------------|------------------|-----------|------------|-----------|--------------|------------------------------------|------------------------|------------------------|-------------------------|------------|------------------------|
|------------------------|------------------|-----------|------------|-----------|--------------|------------------------------------|------------------------|------------------------|-------------------------|------------|------------------------|

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| 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) | Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|---|--|--|--|---------------------------------|--|---|------------------------------|----------------|--|-------------------------|------------------------|--|---|---------------------------------------|
| | | | | | Code | V | (A) | (D) | Date Exer-cisable | Expira- tion Date | | | | |
| Employee Stock Option (Right to Buy) | \$27.57 | 2/25/03 | | A | 18,220 | | (2) | 2/25/13 | Common Stock | 18,220 | | 18,220 | D | |

Explanation of Responses:

(1) Includes 393 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.

(2) The option vests in three equal annual installments beginning on February 25, 2004.

By: /s/ **Joyce N. Hoffman**

February 27, 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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