

PRINCIPAL FINANCIAL GROUP INC  
Form 4  
December 11, 2002

**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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response. . .0.5

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 & Dye's Instant Form 4 Filer  
www.section16.net

|   |  |  |   |  |  |  |  |  |
|---|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>Tallett, Elizabeth E.</b><br>(Last) (First) (Middle) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Principal Financial Group, Inc. (PFG)</b> |  |  | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director —<br><input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) —<br><input type="checkbox"/> Other (specify below) |  |  |
| 711 High Street<br><br>(Street)   |  |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)               |  |  | 4. Statement for Month/Day/Year<br><b>December 6, 2002</b>   |  |  |
| Des Moines, IA 50392<br><br>(City) (State) (Zip)  |  |  | 5. If Amendment, Date of Original (Month/Day/Year)  |  |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |

| 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 Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|  |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |  |  |                                   |
| Common Stock   | 12/06/02                             |  | P                              |   | 200   | A          | \$29.65 |  | D  |                                   |
| Common Stock   | 12/06/02                             |  | P                              |   | 300   | A          | \$29.66 | 633  | D  |                                   |

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 4 (continued) 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 | 3. Transaction Date | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned | 10. Ownership Form of Deriv- | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|---------------------|-----------------------------------|---------------------|------------------------------------|--|---|--|---|------------------------------|--|
|--|---|---------------------|-----------------------------------|---------------------|------------------------------------|--|---|--|---|------------------------------|--|

Edgar Filing: PRINCIPAL FINANCIAL GROUP INC - Form 4

| Security | (Month/<br>Day/<br>Year) | (Month/<br>Day/<br>Year) | (Instr.<br>8) | Acquired<br>(A) or<br>Disposed<br>of (D) |  | Date<br>Exer-cisable | Expira-<br>tion<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares | Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | ative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I)<br>(Instr. 4) |
|----------|--------------------------|--------------------------|---------------|--|--|----------------------|-------------------------|-------|--|---|--|
|          |                          |                          |               | (Instr.<br>3, 4 &<br>5)                  |  |                      |                         |       |  |   |  |
|          |                          |                          |               |  |  |                      |                         |       |  |   |  |

Explanation of Responses:

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

**December 10, 2002**  
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.