PRINCIPAL FINANCIAL GROUP INC
Form 4
February 27, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

OMB APPROVAL

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1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
O'Keefe, Mary A.	**Principal Financial Group, Inc. (PFG)**	
(Last) (First) (Middle) **711 High Street**	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year **February 25, 2003**
(Street) **Des Moines, IA 50392**		5. If Amendment, Date of Original (Month/Day/Year)
(City) (State) (Zip)		

_ Director
10% Owner
X Officer (give title below)
Other (specify below)

Senior Vice President Corporate Relations and Human Resources

7. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	**2/25/03**		**A**		**186**	**A**		**1,496**(1)	**D**	
Common Stock								**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).

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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. Natu of Indire

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)	Benefici Ownersh (Instr. 4)
				Code	V	(A)	(D)	Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares				
Performance Units	**1 for 1**	**2/25/03**		**A**		**8,461**		(2)	(2)	**Common Stock**	**8,461**		**8,461**	**D**	
Employee Stock Option (Right to Buy)	**$27.57**	**2/25/03**		**A**		**31,670**		(3)	**2/25/13**	**Common Stock**	**31,670**		**31,670**	**D**	

Explanation of Responses:

(1) Includes 452 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
(2) The reported performance units were acquired pursuant to the Principal Financial Group Long-Term Performance Plan. Units under the Plan will be settled in cash or stock within a five-year period from date of vesting.
(3) The option vests in three equal annual installments beginning on February 25, 2004.

By: /s/ **Joyce N. Hoffman** **February 27, 2003**
Attorney-in-Fact 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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