

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>GRISWELL J BARRY</u>  (Last) (First) (Middle) 711 HIGH STREET  (Street) DES MOINES IA 50392  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PRINCIPAL FINANCIAL GROUP INC [ PFG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. 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

**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 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 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	06/01/2006		M <sup>(1)</sup>		100,000	A	\$27.57	240,735 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		600	D	\$53.7	240,135 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		11,100	D	\$53.71	229,035 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		200	D	\$53.72	228,835 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		200	D	\$53.74	228,635 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		5,000	D	\$53.75	223,635 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		4,600	D	\$53.76	219,035 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		1,600	D	\$53.77	217,435 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		1,700	D	\$53.78	215,735 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		600	D	\$53.79	215,135 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		7,100	D	\$53.8	208,035 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		1,400	D	\$53.81	206,635 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		4,700	D	\$53.82	201,935 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		5,100	D	\$53.83	196,835 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		6,600	D	\$53.84	190,235 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		17,900	D	\$53.85	172,335 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		3,500	D	\$53.86	168,835 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		300	D	\$53.87	168,535 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		2,700	D	\$53.89	165,835 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		500	D	\$53.9	165,335 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		100	D	\$53.91	165,235 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		1,100	D	\$53.92	164,135 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		800	D	\$53.93	163,335 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		1,200	D	\$53.94	162,135 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		200	D	\$53.95	161,935 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		100	D	\$53.96	161,835 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		100	D	\$54.12	161,735 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		300	D	\$54.13	161,435 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		700	D	\$54.14	160,735 <sup>(2)</sup>	D	
Common Stock	06/01/2006		S <sup>(1)</sup>		200	D	\$54.15	160,535 <sup>(2)</sup>	D	

**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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$27.57	06/01/2006		M <sup>(1)</sup>			100,000	(3)	02/25/2013	Common Stock	100,000	\$0	220,555	D	

**Explanation of Responses:**

- Pursuant to a 10b5-1 plan adopted February 20, 2006.
- Includes 2,845 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- The option vested in three equal annual installments beginning February 25, 2004.

**Remarks:**

This is the first of two Form 4s filed by the reporting person on the same date.

Joyce N. Hoffman, by Power of Attorney      06/05/2006

\*\* Signature of Reporting Person      Date

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).

\*\* 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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