FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported

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

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ANNUAL 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 Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Addre	ss of Repor	ting Person*	2. Issuer	Name and Ticker or Tr	ading Sym	ibol	6. Relationship of Reporting Person(s)					
			Principa	l Financial Group, Ind	. (PFG)		to Issuer (Check all applicable)					
Stewart, Donald M	1.						L Director 10% Owner					
(Last) (First) (Middle)			3. I.R.S. 1	Identification Number	4. State	ment for	Officer (give title below) Other (specify below)					
			of Report	ing Person,	Month/	Year						
711 High Street			-	y (voluntary)	Decem	ber 2002						
			[.) (
	(Street)				5. If Ar	nendment,	7. Individual or Joint/Group Filing (Check Applicable Line)					
					Date of		X Form filed by One Reporting Person					
Des Moines, IA 50	392				(Month	U U	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 2. Trans- 2A. Deemed 3.			3. Trans-	4. Securities Acquired	(A) or Dis	posed of (D)	5. Amount of	6. Owner-	7. Nature of Indirect			
(Instr. 3)	action	Execution	action Code	(Instr. 3, 4 & 5)		,	Securities	ship Form:	Beneficial Ownership			
Î	Date	Date,	(Instr. 8)		(4)	D D	Beneficially	Direct (D)	(Instr. 4)			
	(Month/ Day/	if any	È Í	Amount	(A)	Price	Owned at End of Issuer's	or Indirect (I)	ř í			
	Year)	(Month/Day/			or		Fiscal year	(Instr. 4)				
		Year)			(D)		(Instr. 3 & 4)					

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

1. Title of	2. Conver-	3.	3A.	4.	5. Number of Derivative		6. Date		7. Title and Amount		8. Price of	9. Number	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Securities Acquired	Exercisa	ıble	of Underlying		Derivative	of	Owner-	of Indirect	
Security	Exercise	action	Execution	action	Disposed of (D)	and Exp	iration	ation Securities		Security	Derivative	ship	Beneficial	
	Price of	Date	Date,	Code			Date		(Instr. 3 &	: 4)	(Instr. 5)	Securities	Form	Ownership
(Instr. 3)	Derivative		if any		(Instr. 3, 4 & 5)	(Month/Da	ıy/	Î Î			Beneficially	of	(Instr. 4)	
	Security	(Month/ Day/	(Month/	(Instr.			Year)					Owned	Deriv-	ľ í ľ
			Day/ Year)	8)								at End of	ative	
		Year)	(intermediate in the second se	ľ								Year	Security	
											(Instr. 4)	Direct		
					(A)	(D)	Date	Expira-	Title	Amount or	1	ľ í	(D)	
					, í		Exer-	tion		Number of			or	
							cisable	Date		Shares			Indirect	
													(I)	
													(Instr. 4)	
Stock Option	\$27.48	4/29/02		A	2,000		4/29/03	4/29/12	Common	2,000	i i i i i i i i i i i i i i i i i i i	2,000	D	
(right to buy)									Stock					
Stock Option	\$28.93	5/20/02		A	2,000		5/20/03	5/20/12	Common	2,000		2,000	D	
(right to buy)									Stock					

Explanation of Responses:

By: /s/ <u>Joyce N. Hoffman</u> Attorney-in-Fact **Signature of Reporting Person

February 13, 2003 Date

**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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