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

Section 16 Filer

1. Name and Addre	ss of Repor	rting Person*	2 Issuer	Name and Ticker or Tr	ading Sym	bol	6. Relationship of Reporting Person(s)					
	33 01 Kepbi	iting i eison		l Financial Group, Ind	0 5		to Issuer (Check all applicable)					
			Principa	i Filialicial Group, Ilio	C. (PFG)							
Kerr, William T.							<u>K</u> 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	ting Person,	Month/	Year						
711 High Street				ty (voluntary)	Decem	ber 2002						
			in un chu	(voluntary)	Detterm	001 2002		_				
	(Ctreat)				L IE V	nendment,	7 Individual on Inint/Crown	Filing (Chaola	Appliaghle Line)			
	(Street)					,	7. Individual or Joint/Group Filing (Check Applicable Line)					
					Date of	Original	X Form filed by One Reporting Person					
Des Moines, IA 50	392				(Month	/Year)	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. Trans-	4. Securities Acquired	(A) or Dis	posed of (D)	5. Amount of	6. Owner-	7. Nature of Indirect			
(Instr. 3)	action	Execution	1	(Instr. 3, 4 & 5)		1 ()	Securities	ship Form:	Beneficial Ownership			
(mouro)	Date	Date,	(Instr. 8)	(1154) 5, 1 4 5)	-		Beneficially	Direct (D)	(Instr. 4)			
			(IIISU. 0)	Amount	(A)	Price			r /			
	(Month/ Day/ Year)				or			or Indirect (I)				
	1 ^{cm} /	(Month/Day/			(D)		Fiscal year	(Instr. 4)				
1		Year)	1	1			(Instr 3 & 4)	1	1			

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)

(e.g., pues, curs, warrants, options, convertible occurrites)														
1. Title of	2. Conver-	3.	3A.	4.	5. Number of Deriv	6. Date	e 7. Title and Amount		8. Price of	9. Number	10.	11. Nature		
Derivative	sion or	Trans-	Deemed	Trans-	Securities Acquired	Exercisa	ble	of Underlying		Derivative	of	Owner-	of Indirect	
Security	Exercise	action	Execution	action	Disposed of (D)	and Expiration 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/Day/ Year)				l' '	Beneficially	of	(Instr. 4)
Security	Security	(Month/	(Month/ (Ins	(Instr.							1	Owned	Deriv-	ľ í ľ
	Day/ Year)	Day/ Year)	8)							at End of	ative			
		real)		Ĺ								Year	Security:	
											(Instr. 4)	Direct		
					(A)	(D)	Date	Expira-	Title	Amount or	1		(D)	
							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		2,000	D	
(right to buy)									Stock					
Stock Option	\$28.93	5/20/02		Α	2,000		5/20/03	5/20/12	Common	2,000		2,000	D	
(right to buy)									Stock					

Explanation of Responses:

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

February 14, 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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