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

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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

	2. Issuer Name and Ticker or T							
1. Name and Address of Reporting Person*	6. Relationship of Reporting Person(s)							
	Principal Financial Group, In	nc. (PFG)	to Issuer (Check all applicable)					
Johnson, Charles S.			X Director10% Owner					
(Last) (First) (Middle)	3. I.R.S. Identification Number	r 4. Statement for	Officer (give title below)	Other (spe	er (specify below)			
	of Reporting Person,	Month/Day/Year						
711 High Street	if an entity (voluntary)	April 15, 2003						
	in an entry (voruntary)	ripin 10, 200 0						
(Street)	-	5. If Amendment,	7. Individual or Joint/Group Filing (Check Applicable Line)					
(Succe)		Date of Original	X Form filed by One Reporting Person					
D M		U V						
Des Moines, IA 50392		(Month/Day/Year)	Form filed by More than One Reporting Person					
(City) (State) (Zip)	Table I — N	on-Derivative Securitie	es Acquired, Disposed of, or Beneficially Owned					
1. Title of Security 2. Trans- 2A. Deemed 3. 7	Trans- 4. Securities Acquired	(A) or Disposed of (D)	5. Amount of	6. Owner-	7. Nature of Indirect			
(Instr. 3) action Execution acti	on Code (Instr. 3, 4 & 5)		Securities	ship Form:	Beneficial Ownership			
	str. 8)		Beneficially	Direct (D)	(Instr. 4)			
(Month/ Day/ if any	ode V Amount	(A) Price	Owned Follow-	or Indirect (I)	Î Î			
Year) (Month/Day/			ing Reported Transactions(s)	(Instr. 4)				
Year)		(D)	(Instr. 3 & 4)	ľ í				

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)

	_												
2. Conver-	3.	3A.	4.	5. Number of D	erivative	6. Date		7. Title an	d Amount	8. Price of	9. Number of	10.	11. Nature
sion or	Trans-	Deemed	Trans-	Securities Acqu	ired (A) or	Exercis	able	of Underly	ying	Derivative	Derivative	Owner-	of Indirect
Exercise	action	Execution	action	Disposed of (D)	and Exp	iration	Securities		Security	Securities	ship	Beneficial
Price of	Date	Date,	Code			Date		(Instr. 3 &	c 4)	(Instr. 5)			Ownership
Derivative		if any		(Instr. 3, 4 & 5)			ay/	ľ		r í	Owned	of	(Instr. 4)
Security	(Month/	(Month/	(Instr.	Î ´´		Year)					Following	Deriv-	r í
			8)								Reported	ative	
	(icur)	(icu)	ľ								Transaction(s)	Security:	:
			CodeV	7 (A)	(D)	Date	Expira-	Title	Amount	1	(Instr. 4)	Direct	
				(11)	(2)		-		or		r í	(D)	
									Number			1	
						Cibubic	Duic		of			Indirect	
									Shares			(I)	
												(Instr. 4)	
1 for 1	4/15/03		A	127		(1)	(1)	Common	127	\$29.90	335	D	
						1							
	sion or Exercise Price of Derivative Security	sion or Trans- Exercise action Price of Date Derivative Security (Month/ Day/ Year)	sion or Trans- Deemed Exercise action Execution Price of Date Date, Derivative if any Security (Month/ Day/ Year) Year)	sion or Trans- Exercise action Execution action Price of Date Date, Code Derivative (Month/ Day/ Year) Year) 8) Code V	sion or Trans- Deemed Trans- Securities Acque Exercise action Execution action Disposed of (D) Derivative (Month/ (Month/ Day/ Year)) (Instr. 8) (Instr. 8) Code (Instr. 8) (Code V (A)	sion or Trans- Exercise action Execution action Date Date, if any Security (Month/ Day/ Year) (Month/ Day/ Year) (Month/ Day/ Year) (Month/ Day/ Year) (Instr. 3, 4 & 5) Code V (A) (D)	sion or Trans- Exercise action Execution action Date Date, Derivative Security (Month/ Day/ Year) Year) Code V (A) (D) Date Exer- cisable	sion or Trans- Exercise action Execution action Price of Date Date, if any Security (Month/ Day/ Year) (Month/ Day/ Year) (Month/ Day/ Year) A Code (Instr. 3, 4 & 5) (Month/Day/ Year) (Instr. 3, 4 & 5) (Month/ Day/ Year) (Instr. 3, 4 & 5) (In	sion or Trans- Deemed Trans- Securities Acquired (A) or Exercisable and Expiration Disposed of (D) and Expiration Date I frany Code I frany (Month/ Day/ Year) (Month/ Day/ Year) (Instr. 3, 4 & 5) (Instr. 4, 4 &	sion or Exercise Price of Derivative Security 1 for 1 4/15/03 Month / Day/ Year) Deemed Execution action Date, if any (Month/ Day/ Year) Deemed Execution action Date, if any (Month/ Day/ Year) Date, if any (Month/ Day/ Year) Month/ Day/ Number of Shares Month/ Month/ Date Expira- Code Month/ Date Expira- Code Month/	sion or Exercise Price of Derivative Security Security Security Number of Underlying Date, if any Security Security Nav/ Year) Numbr/ Day/ Year) Numbr/ Day/ Year) Numbr/ Day/ Year) Numbr/ Day/ Year) Numbr/ Day/ Year) Numbr/ Day/ Year) Numbr/ Day/ Year) Numbr/ Day/ Year) Numbr/ Day/ Year) Numbr/ Day/ Year) Numbr/ Numbr/ Numbr/ Numbr/ Numbr/ Numbr/ Numbr/ Numbr/ Numbr/ Numbr/ Numbr/ Numbr/ Numbr/ Numbr/ Numbr/ Numbr/ Numbr/ Shares Numbr/ Shares Numbr/ Num	sion or Trans- Exercise Deemed action Trans- Execution action Securities Acquired (A) or Execution Date Exercisable and Expiration Date of Underlying Securities Derivative Securities Derivative Securities Date (Month/ Day/ Year) Oate, if any (Month/ Day/ Year) Code if any (Month/ Day/ Year) Code if any (Instr. 3, 4 & 5) Instr. 4) Inst	sion or Trans- Exercise action Execution action Date fi any (Month/ Derivative Security Year) (Month/ Day/ Year) (Month/ Day (Month/ Month/ Month (Month/ Month (Month/ Month (Month)/ Month (Month

Explanation of Responses:

(1). The reported phantom stock units were acquired pursuant to the Principal Deferred Compensation Plan for Non-Employee Directors and will be settled on the reporting person's retirement.

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

<u>April 17, 2003</u> 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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OMB APPROVAL

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