

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>SHAFF KAREN E</u>  (Last) (First) (Middle) <u>711 HIGH STREET</u>  (Street) <u>DES MOINES IA 50392</u>  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec. VP and General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/28/2005		A		5,003	A	\$0 <sup>(1)</sup>	14,302 <sup>(2)</sup>	D	
Common Stock	02/28/2005		M		8,614	A	\$0 <sup>(3)</sup>	22,916 <sup>(2)</sup>	D	
Common Stock	02/28/2005		D		6,584	D	\$39.02	16,332 <sup>(2)</sup>	D	
Common Stock	02/28/2005		F		630	D	\$39.02	15,702 <sup>(2)</sup>	D	
Common Stock								5,384	I	By 401(k) Plan
Common Stock								2,801	I	By Spouse

**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				
Performance Units	(4)	02/28/2005		M			8,614	02/28/2005	02/28/2005	Common Stock	8,614	(5)	0	D	
Employee Stock Option (Right to Buy)	\$39.02	02/28/2005		A		54,430		(6)	02/28/2015	Common Stock	54,430	(7)	54,430	D	

**Explanation of Responses:**

- Grant of restricted stock units.
- Includes 1,605 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- Settlement of previously deferred vested performance units.
- Security converts to common stock on a one-for-one basis.
- 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.
- The option vests in three equal installments beginning February 28, 2006.
- Stock option grant.

**Remarks:**

Joyce N. Hoffman, by Power of Attorney 03/02/2005

\*\* 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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