

GRISWELL J BARRY  
Form 4  
June 05, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GRISWELL J BARRY

2. Issuer Name and Ticker or Trading Symbol  
PRINCIPAL FINANCIAL GROUP INC [PFG]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
711 HIGH STREET  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/01/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

DES MOINES, IA 50392

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 (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)
				(A) or (D)	Price		
Common Stock	06/01/2006		S <sup>(1)</sup>	V 100 D	\$ 54.17	160,435 <sup>(2)</sup>	D
Common Stock	06/01/2006		S <sup>(1)</sup>	V 100 D	\$ 54.22	160,335 <sup>(2)</sup>	D
Common Stock	06/01/2006		S <sup>(1)</sup>	V 300 D	\$ 54.28	160,035 <sup>(2)</sup>	D
Common Stock	06/01/2006		S <sup>(1)</sup>	V 200 D	\$ 54.29	159,835 <sup>(2)</sup>	D
Common Stock	06/01/2006		S <sup>(1)</sup>	V 1,800 D	\$ 54.3	158,035 <sup>(2)</sup>	D

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Common Stock	06/01/2006	S <sup>(1)</sup>	100	D	\$ 54.31	157,935 <sup>(2)</sup>	D	
Common Stock	06/01/2006	S <sup>(1)</sup>	100	D	\$ 54.34	157,835 <sup>(2)</sup>	D	
Common Stock	06/01/2006	S <sup>(1)</sup>	200	D	\$ 54.37	157,635 <sup>(2)</sup>	D	
Common Stock	06/01/2006	S <sup>(1)</sup>	300	D	\$ 54.38	157,335 <sup>(2)</sup>	D	
Common Stock	06/01/2006	S <sup>(1)</sup>	400	D	\$ 54.39	156,935 <sup>(2)</sup>	D	
Common Stock	06/01/2006	S <sup>(1)</sup>	700	D	\$ 54.4	156,235 <sup>(2)</sup>	D	
Common Stock	06/01/2006	S <sup>(1)</sup>	800	D	\$ 54.41	155,435 <sup>(2)</sup>	D	
Common Stock	06/01/2006	S <sup>(1)</sup>	100	D	\$ 54.43	155,335 <sup>(2)</sup>	D	
Common Stock	06/01/2006	S <sup>(1)</sup>	1,400	D	\$ 54.44	153,935 <sup>(2)</sup>	D	
Common Stock	06/01/2006	S <sup>(1)</sup>	900	D	\$ 54.45	153,035 <sup>(2)</sup>	D	
Common Stock	06/01/2006	S <sup>(1)</sup>	1,600	D	\$ 54.46	151,435 <sup>(2)</sup>	D	
Common Stock	06/01/2006	S <sup>(1)</sup>	200	D	\$ 54.47	151,235 <sup>(2)</sup>	D	
Common Stock	06/01/2006	S <sup>(1)</sup>	10,500	D	\$ 54.55	140,735 <sup>(2)</sup>	D	
Common Stock						384	I	By 401(k) Plan
Common Stock						175	I	By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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