ZIMPLEMAN LARRY D

Form 5

February 14, 2007

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005 Estimated average

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person * ZIMPLEMAN LARRY D			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) 711 HIGH STI	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006	X Director 10% Owner Selection Other (specify below) President & COO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)			
DES MOINES	, IA 503	992		_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-Der	ivative Se	curiti	es Acquir	ed, Disposed of	, or Beneficial	ly 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. Secur (A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/29/2004	Â	J <u>(1)</u>	103	A	\$ 0 (2)	26,662 (3)	D	Â
Common Stock	12/17/2004	Â	P(4)	24	A	\$ 39.86	26,686 (3)	D	Â
Common Stock	12/16/2005	Â	P(4)	25	A	\$ 49.72	26,711 (3)	D	Â

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

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Other

of

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amoun		Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	es	(Instr. 5)	
	Derivative		•		Securities			(Instr. 3 and 4)			
	Security				Acquired						
	,				(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
					4, and 3)						
								A	Amount		
						Data	Evaluation	O	r		
						Date Exercisable	Expiration Date	Title N	Number		
								O	of		
					(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer

ZIMPLEMAN LARRY D

711 HIGH STREET Â X Â President & COO Â

DES MOINES, IAÂ 50392

Signatures

Joyce N. 02/14/2007

**Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- (1) Delinquent report of acquisition of shares received by the reporting person's spouse as demutualization compensation (See footnote 2) and transferred to a joint account.
- Shares were acquired in the demutualization of Principal Mutual Holding Company as compensation in exchange for the extinguishment of a membership interest in Principal Mutual Holding Company. The demutualization was effective October 26, 2001. Principal Financial Group, Inc. closed its initial public offering at \$18.50 per share on that date. It distributed shares to former holders of membership interests on December 10, 2001.
- (3) Includes 2,680 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- (4) Reinvestment of dividends on shares acquired as demutualization compensation by the reporting person and such person's spouse.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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