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SORENSEN NORMAN R

Form 4

December 11, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Estimated average

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

5. Relationship of Reporting Person(s) to

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

2. Issuer Name and Ticker or Trading

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

12/07/2007

Stock

Stock

Stock

Common

Common

| SORENSEN | Symbol PRINCIPAL FINANCIAL GROUP INC [PFG] | | | | | Issuer (Check all applicable) | | | | | |
|--------------------------------------|--|---|--|--|------------|-------------------------------|--|---|------------------|-----------|--|
| (Last) 711 HIGH S | (First) TREET | 3. Date of Earliest Transaction (Month/Day/Year) 12/07/2007 | | | | | Director 10% Owner _X_ Officer (give title Other (specify below) Sr. VP - International | | | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| DES MOINE | ES, IA 50392 | | | | | | | Form filed by Person | More than One Ro | eporting | |
| (City) | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Year | emed on Date, if /Day/Year) | 3. Transactio Code (Instr. 8) | TransactionAcquired (A) or Code Disposed of (D) | | | 5. Amount of Securities Form: Direct Indirect Beneficially (D) or Benefici Owned Indirect (I) Ownersh Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4) | | | | |
| Common Stock | 12/07/2007 | | | Code V A | Amount 151 | (D) | Price \$ 0 (1) | 21,073 (2) | D | | |
| Common | 12/07/2007 | | | D | 61 | ٨ | ¢ 67 | 21 124 (2) | D | | |

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

P

61

A

\$ 67 21,134 (2)

2,852

149

D

Ι

Ι

By 401(k)

By Spouse

Plan

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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 Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transact Code (Instr. 8) | Derivative | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. D Se (I |
|---|---|---|---|--------------------------------------|------------|-----------------|--|--------------------|---|--|---------------------|
| | | | | Code V | (Ins | tr. 3, 4, 5) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Performance Units | (3) | 12/07/2007 | | A | 9 | 5 | <u>(4)</u> | <u>(4)</u> | Common Stock | 96 | |
| Phantom Stock Units | (3) | 12/07/2007 | | A | 63 | .1 | <u>(5)</u> | (5) | Common Stock | 63.1 | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SORENSEN NORMAN R 711 HIGH STREET DES MOINES, IA 50392

Sr. VP - International

Signatures

Joyce N. Hoffman, by Power of Attorney 12/11/2007

Date

**Signature of 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) Grant of restricted stock units.
- (2) Includes 3,340 shares acquired pursuant to the Principal Financial Group, Inc. Employee Stock Purchase Plan.
- (3) Security converts to common stock on a one-for-one basis.
- (4) 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 the date of vesting.

Reporting Owners 2

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The reported phantom stock units were acquired pursuant to the Principal Select Savings Excess Plan and may be transferred at any time

(5) into another investment alternative under the Plan. Interests under the Plan will be settled upon the reporting person's retirement or other termination of service.

Note: File three copies of this Form, one of which must be manually signed. If space 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.