

PRINCIPAL FINANCIAL GROUP INC
Form 11-K
June 29, 2010

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

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended: **December 31, 2009**

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: **1-16725**

The Principal Select Savings Plan for Employees
(Full title of the plan)

Principal Financial Group, Inc.
(Name of Issuer of the securities held pursuant to the plan)

711 High Street
Des Moines, Iowa 50392
(Address of principal executive offices) (Zip Code)

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Report of Independent Registered Public Accounting Firm

The Management Resources Committee
Principal Life Insurance Company

We have audited the accompanying statements of net assets available for benefits of

The Principal Select Savings Plan for Employees as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2009 and 2008, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2009, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

June 29, 2010

	December 31	
	2009	2008
Assets		
Investments:		
Unallocated investment options, at fair value:		
Guaranteed interest accounts	\$ 51,968,974	\$ 52,824,799
Separate accounts of insurance company	927,833,298	750,825,585
Principal Financial Group, Inc. ESOP	60,280,300	45,034,534
Notes receivable from participants	18,460,785	18,210,049
Total invested assets	1,058,543,357	866,894,967
Contribution receivable from Principal Life Insurance Company	184	
Net assets available for benefits	\$ 1,058,543,541	\$ 866,894,967

See accompanying notes.

The Principal Select Savings Plan for Employees

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2009	2008
Investment income (loss):		
Interest	\$ 2,910,678	\$ 3,361,323
Dividends	1,220,564	735,118
Net realized and unrealized appreciation (depreciation) in aggregate value of investments	162,845,311	(438,848,550)
Total investment income (loss)	166,976,553	(434,752,109)

Contributions:		
Principal Life Insurance Company	30,701,738	37,210,263
Employees	60,834,331	75,430,533
Transfers from affiliated and unaffiliated plans, net		391,098
Total contributions	91,536,069	113,031,894
	258,512,622	(321,720,215)
Deductions:		
Benefits paid to participants	66,015,483	58,166,064
Transfers to affiliated and unaffiliated plans, net	536,219	
Administrative expenses	312,346	220,093
Total deductions	66,864,048	58,386,157
Net increase (decrease)	191,648,574	(380,106,372)
Net assets available for benefits at beginning of year	866,894,967	1,247,001,339
Net assets available for benefits at end of year	\$ 1,058,543,541	\$ 866,894,967

See accompanying notes.

The Principal Select Savings Plan for Employees

Notes to Financial Statements

December 31, 2009

1. Significant Accounting Policies

The accounting records of The Principal Select Savings Plan for Employees (the Plan) are maintained on the accrual basis of accounting.

Valuation of Investments

The unallocated investment options consist of guaranteed interest accounts under a guaranteed benefit policy (described in ERISA 401(b)) and separate accounts (described in ERISA 3(17)) of

insurance company; Principal Life Insurance Company (Principal Life). The guaranteed interest accounts and separate accounts are reported at fair value as determined by Principal Life. The Principal Financial Group Inc. ESOP, which consists of common stock of Principal Financial Group, Inc., the ultimate parent of Principal Life, is reported at the quoted closing market price of the stock on the last business day of the Plan year.

These unallocated investment options are non-benefit-responsive and are valued at fair value. The guaranteed interest accounts fair value is the amount plan participants would receive currently if they were to withdraw or transfer funds within the Plan prior to their maturity for an event other than death, disability, termination, or retirement. This fair value represents guaranteed interest account values adjusted to reflect current market interest rates only to the extent such market rates exceed contract crediting rates. This value represents contributions allocated to the guaranteed interest accounts, plus interest at the contractually guaranteed rate, less funds used to pay Plan benefits and the insurance company's administrative expenses. The separate accounts of insurance company represent contributions invested in domestic and international common stocks, high-quality short-term debt securities, real estate, private market bonds and mortgages, and high-yield fixed-income securities which are slightly below investment grade, all of which are valued at fair value.

The notes receivable from participants are reported at cost (unpaid balances), which approximates fair value.

The Principal Select Savings Plan for Employees

Notes to Financial Statements (continued)

1. Significant Accounting Policies (continued)

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

New Accounting Pronouncements

In April 2009, the Financial Accounting Standards Board (FASB) issued FASB Staff Position 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly (FSP 157-4)*. FSP 157-4 amended FASB Statement No. 157 (codified as Accounting Standards Codification (ASC) 820) to provide additional guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased in relation to its normal market activity. FSP 157-4 also provided additional guidance on circumstances that may indicate that a transaction is not orderly and on defining major categories of debt and equity securities to comply with the disclosure requirements of ASC 820. The Plan adopted the guidance in FSP 157-4 for the reporting period ended December 31, 2009. Adoption of FSP 157-4 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

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The Principal Select Savings Plan for Employees

Notes to Financial Statements (continued)

1. Significant Accounting Policies (continued)

In September 2009, the FASB issued Accounting Standards Update 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* (ASU 2009-12). ASU 2009-12 amended ASC 820 to allow entities to use net asset value (NAV) per share (or its

equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the net asset value is calculated in a manner consistent with investment company accounting. The Plan adopted the guidance in ASU 2009-12 for the reporting period ended December 31, 2009 and has utilized the practical expedient to measure the fair value of investments within the scope of this guidance based on the investment's NAV. In addition, as a result of adopting ASU 2009-12, the Plan has provided additional disclosures regarding the nature and risks of investments within the scope of this guidance. Refer to Note 5 for these disclosures. Adoption of ASU 2009-12 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements*, (ASU 2010-06). ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each class of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2 and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 becomes effective for reporting periods beginning after December 15, 2009.

The Principal Select Savings Plan for Employees

Notes to Financial Statements (continued)

2. Description of the Plan

The Plan is a defined contribution plan (401(k) plan) that was established January 1, 1985. The Plan is available to substantially all employees of Principal Life or its subsidiaries (the Company). On January 1, 2006, Principal Life made several changes to the retirement program. Employees who were age 47 or older with at least ten years of service on December 31, 2005, could elect to retain the prior benefit provisions under the qualified defined benefit retirement Plan and the 401(k) Plan and forgo receipt of the additional benefits offered by amendments to Principal Life's 401(k). The employees who elected to retain the prior benefit provisions are referred to as Grandfathered Choice Participants. Matching contributions for participants other than Grandfathered Choice Participants were increased from 50% to 75% of deferrals, with the maximum matching deferral increasing from 6% to 8%. Participants are eligible for immediate entry into the Plan with vesting at 100% after three years. The funds accumulate along with interest and investment return and are available for withdrawal by participants at retirement, termination, or when certain withdrawal specifications are met. The participants may also obtain loans of their vested accrued benefit, subject to certain limitations described in the Plan document. The federal and state income taxes of the participant are deferred on the contributions until the funds are withdrawn from the Plan.

At December 31, 2009 and 2008, forfeited nonvested account balances totaled \$44,761 and \$552,625, respectively. In 2009 and 2008, employer contributions were reduced by \$2,590,822 and \$1,564,538, respectively, from forfeited nonvested accounts.

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). In the event of Plan termination, participants will become fully vested in their accounts.

Information about the Plan agreement, eligibility, and benefit provisions is contained in the Summary Plan Description. Copies of the Summary Plan Description are available from the Benefit Administration Department or the Intranet.

The Principal Select Savings Plan for Employees

Notes to Financial Statements (continued)

3. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (the IRS) dated February 28, 2003, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code), and therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the terms of the Plan document and the Code to maintain its qualification. The Plan sponsor intends to operate the Plan in conformity with the provisions of the Plan document and the Code. The Plan sponsor acknowledges that inadvertent errors may occur in the operation of the Plan. If such inadvertent errors occur, the Plan sponsor represents that it will take the necessary steps to bring the Plan's operations into compliance with the Code, including voluntarily and timely correcting such errors in accordance with procedures established by the IRS.

4. Investments

Contributions are invested in unallocated guaranteed interest accounts supported by the general account of insurance company (a pooled account invested primarily in fixed income securities having a range of maturities); in separate accounts of insurance company, the portfolios of which are primarily invested in domestic and international common stocks, high-quality short-term debt securities, real estate, private market bonds and mortgages, and high-yield fixed-income securities which are slightly below investment grade, as appropriate for each separate account; and The Principal Financial Group Inc. ESOP, which consists of common stock of Principal Financial Group, Inc., the ultimate parent of Principal Life. Participants elect the investment(s) in which to have their contributions invested.

4. Investments (continued)

The following presents investment that represent 5% or more of the Plan's net assets available for benefits in 2009 and 2008. Principal Life is a party in interest with respect to these investments.

	December 31	
	2009	2008
Diversified International Separate Account	\$ 89,803,495	\$ 70,448,118
Large-Cap Stock Index Separate Account	82,394,133	64,065,482
International Emerging Markets Separate Account	82,278,171	45,607,591
Bond and Mortgage Separate Account	71,326,432	56,932,329
U.S. Property Separate Account	70,014,680	97,825,182
Money Market Separate Account	69,773,529	72,857,964
Small-Cap Stock Index Separate Account	62,209,141	48,923,664
Principal Financial Group, Inc. ESOP	60,280,300	45,034,534
Guaranteed Interest Accounts	*	52,824,799

*Less than 5% of the fair value of net assets available for benefits at respective date.

During 2009 and 2008, the Plan's investments that are related to Principal Life (depreciated) appreciated in value by \$162,845,311 and \$(438,848,550), respectively, as follows:

	Year Ended December 31	
	2009	2008
Guaranteed interest accounts	\$ (332,450)	\$ 122,313
Separate accounts of insurance company	147,329,049	(384,805,975)
Principal Financial Group, Inc. ESOP	15,848,712	(54,164,888)
	\$ 162,845,311	\$ (438,848,550)

The Principal Select Savings Plan for Employees

Notes to Financial Statements (continued)

5. Fair Value of Financial Instruments

Valuation Hierarchy

Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date (an exit price). The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three levels.

Level 1 Fair values are based on unadjusted quoted prices in active markets for identical assets. Our Level 1 assets include the Principal Financial Group, Inc. ESOP.

Level 2 Fair values are based on inputs other than quoted prices within Level 1 that are observable for the asset, either directly or indirectly. Our Level 2 assets are separate accounts of insurance company and all transactions are being transacted at the NAV price at the day of the transaction.

Level 3 Fair values are based on significant unobservable inputs for the asset. Our Level 3 assets include guaranteed interest accounts, real estate separate accounts of the insurance company, and notes receivable from participants.

Determination of Fair Value

The following discussion describes the valuation methodologies used for assets measured at fair value on a recurring basis. The techniques utilized in estimating the fair values of financial instruments are reliant on the assumptions used. Care should be exercised in deriving conclusions based on the fair value information of financial instruments presented below.

Fair value estimates are made at a specific point in time, based on available market information and judgments about the financial instrument. Such estimates do not consider the tax impact of the realization of unrealized gains or losses. In addition, the disclosed fair value may not be realized in the immediate settlement of the financial instrument. We did not make any significant changes to our valuation processes during 2009.

The Principal Select Savings Plan for Employees

Notes to Financial Statements (continued)

5. Fair Value of Financial Instruments (continued)

Guaranteed Interest Accounts

The guaranteed interest accounts cannot be sold to a third party, thus, the only option to exit the guaranteed interest accounts is to withdraw the funds prior to maturity. The fair value of the account is the value paid when funds are withdrawn prior to their maturity. If the applicable interest rate is greater than the interest rate on the account, the fair value is the contract value reduced by a percentage. This percentage is equal to the difference between the applicable interest rate and the interest rate on the account, multiplied by the number of years (including fractional parts of a year) until the maturity date.

Separate Accounts of Insurance Company

Net asset value (NAV) of each of the separate accounts is calculated in a manner consistent with U.S. GAAP for investment companies and is determinative of their fair value and represents the price at which the Plan would be able to initiate a transaction. Several of the separate accounts invest in publicly quoted mutual funds or actively managed stocks. The fair value of the underlying mutual funds or stock is used to determine the NAV of the separate account, which is not publicly quoted. Some of the separate accounts also invest in fixed income securities. The fair value of the underlying securities is based on quoted prices of similar assets and used to determine the NAV of the separate account. One separate account invests in real estate, for which the fair value of the underlying real estate is based on unobservable inputs and used to determine the NAV of the separate account. The fair value of the underlying real estate is estimated using discounted cash flow valuation models that utilize public real estate market data inputs such as transaction prices, market rents, vacancy levels, leasing absorption, market cap rates and discount rates. In addition, each property is appraised annually by an independent appraiser. Currently, this specific separate account has a temporary withdrawal limitation related

to turmoil in the credit markets that resulted in a sharp slowdown in the sale of commercial real estate assets. The uncertain environment led to significantly increased requests for withdrawals. To allow for orderly administration and management benefiting all separate account investors, Principal Life implemented a pre-existing contractual limitation to delay withdrawal requests. Currently, certain, high need payments, such as death, disability, certain eligible retirements, and

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The Principal Select Savings Plan for Employees

Notes to Financial Statements (continued)

5. Fair Value of Financial Instruments (continued)

hardship withdrawals, are not subject to the withdrawal limitation. Other withdrawal requests are subject to the limitation until certain liquidity levels are achieved, mainly via proceeds from sales of underlying properties, rents from tenants and new investor contributions. Since the inception of the withdrawal limitation, all sources of cash are first used to satisfy cash requirements at the properties, meet debt maturities, maintain compliance with debt covenants and meet upcoming separate account obligations. Outstanding withdrawal requests will be paid in multiple payments. Except for certain de minimis payments, payments will be made proportionately among all other outstanding withdrawal requests, based upon available liquidity. All withdrawals are being transacted at the NAV price at the date of distribution. Currently, there is no estimate of when this restriction will end. The restriction has been in place since September 26, 2008.

Principal Financial Group, Inc. ESOP

The Principal Financial Group Inc. ESOP, which consists of common stock of Principal Financial Group, Inc., the ultimate parent of Principal Life, is reported at the quoted closing market price on the last business day of the Plan year.

Notes Receivable from Participants

Participant loans are reported at unpaid balances which approximates fair value. There is no existing external exit market for these loans as all transactions are restricted to participants. These loans cannot be assumed or sold to outside parties. There is no credit risk involved with these loans as any participant defaults are deemed taxable distributions to the participant.

The Principal Select Savings Plan for Employees

Notes to Financial Statements (continued)

5. Fair Value of Financial Instruments (continued)

Assets and Liabilities Measured at Fair Value on a Recurring Basis

Assets and liabilities measured at fair value on a recurring basis as of 2009 and 2008 are summarized below.

	Assets Measured at Fair Value	As of December 31, 2009		
		Fair Value Hierarchy Level		
		Level 1	Level 2	Level 3
Assets				
Guaranteed interest account	\$ 51,968,974	\$	\$	\$ 51,968,974
Separate accounts of insurance company:				
Fixed income security	153,836,579		153,836,579	
Lifetime balanced asset allocation	131,406,126		131,406,126	
U.S. large cap equity	219,973,540		219,973,540	
U.S. small/mid cap equity	180,520,707		180,520,707	
U.S. real estate	70,014,680			70,014,680
International equity	172,081,666		172,081,666	
Principal Financial Group, Inc.				

ESOP	60,280,300	60,280,300		
Notes receivable from participants	18,460,785			18,460,785
Total assets	\$ 1,058,543,357	\$ 60,280,300	\$ 857,818,618	\$ 140,444,439

Assets	As of December 31, 2008			
	Assets Measured	Fair Value Hierarchy Level		
	at Fair Value	Level 1	Level 2	Level 3
Guaranteed interest account	\$ 52,824,799	\$	\$	\$ 52,824,799
Separate accounts of insurance company	750,825,585		653,000,404	97,825,181
Principal Financial Group, Inc. ESOP	45,034,534	45,034,534		
Notes receivable from participants	18,210,049			18,210,049
Total assets	\$ 866,894,967	\$ 45,034,534	\$ 653,000,404	\$ 168,860,029

The Principal Select Savings Plan for Employees

Notes to Financial Statements (continued)

5. Fair Value of Financial Instruments (continued)

Changes in Level 3 Fair Value Measurements

The reconciliation for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2009 and 2008, are as follows:

Year Ended December 31, 2009			Ending Asset	Changes in Unrealized Gains (Losses) Included in
Total Realized/	Purchases,			

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	Beginning Asset Balance as of January 1, 2009	Unrealized Appreciation (Depreciation)	Sales, Issuances, and Settlements **	Transfers in (Out) of Level 3	Balance as of December 31, 2009	Statements of Changes in Net Assets Available for Benefits Relating to Positions Still Held
Assets						
Guaranteed interest accounts	\$ 52,824,799					