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PRINCIPAL FINANCIAL GROUP INC  
Form 8-A12B  
June 17, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF  
SECURITIES PURSUANT TO SECTION 12(b) OR (g)  
OF THE SECURITIES EXCHANGE ACT OF 1934.

PRINCIPAL FINANCIAL GROUP, INC.

-----  
(Exact name of registrant as specified in its charter)

Delaware

42-1520346

-----  
(State of incorporation or organization)

-----  
(IRS Employer Identification No.)

711 High Street  
Des Moines, Iowa

50392

-----  
(Address of principal executive offices)

-----  
(Zip Code)

(515) 247-5111

(Registrant's telephone number, including area code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to the General Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. [ ]

Securities Act registration statement file number to which this form relates: 333-111352 (if applicable).

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

| Title of Each Class<br>To Be So Registered<br>-----  | Name of Each Exchange on Which<br>Each Class Is To Be Registered<br>----- |
|--|---|
| Series B Non-Cumulative Perpetual<br>Preferred Stock | New York Stock Exchange   |

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None

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(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

A description of the Series B Non-Cumulative Perpetual Preferred Stock to be registered hereby is contained under the heading "Description of Capital Stock of Principal Financial Group, Inc." at pages 28 and 29 of the Prospectus,

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dated June 24, 2004, and under the heading "Description of the Shares" on pages S-15 through S-31 of the Prospectus Supplement relating to the Series B Non-Cumulative Perpetual Preferred Stock, dated June 14, 2005, (each filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, as part of Registration No. 333-111352), and such descriptions are incorporated herein by reference.

Item 2. Exhibits.

The following exhibits are filed as part of this Registration Statement:

1. Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to Registrant's Form 8-K, dated June 17, 2005).
2. Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.2 to Registrant's Form 8-K, dated June 17, 2005).
3. Certificate of Designations of Registrant's Series B Non-Cumulative Perpetual Preferred Stock, dated June 16, 2005 (incorporated by reference to Exhibit 4.2 to Registrant's Form 8-K, dated June 17, 2005).
4. Specimen Stock Certificate for the Registrant's Series B Non-Cumulative Perpetual Preferred Stock (incorporated by reference to Exhibit 4.4 to Registrant's Form 8-K, dated June 17, 2005).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

PRINCIPAL FINANCIAL GROUP, INC.

By: /s/ Joyce N. Hoffman

-----  
Name: Joyce N. Hoffman  
Title: Senior Vice President &  
Corporate Secretary

Dated: June 17, 2005

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EXHIBIT INDEX

| Exhibit Number | Exhibit   |
|----------------|---|
| -----          | -----   |
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