

PRINCIPAL FINANCIAL GROUP INC

Form 8-K

March 25, 2008

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report: **March 20, 2008**

(Date of earliest event reported)

**PRINCIPAL FINANCIAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of other jurisdiction of  
incorporation)

**1-16725**  
(Commission file number)

**42-1520346**  
(I.R.S. Employer Identification  
Number)

**711 High Street, Des Moines, Iowa 50392**

(Address of principal executive offices)

**(515) 247-5111**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**
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5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers**

J. Barry Griswell, chairman and chief executive officer of Principal Financial Group, Inc. and its subsidiary Principal Life Insurance Company, plans to retire from the companies on December 31, 2008. Principal Financial Group, Inc. and Principal Life Insurance Company announced on February 26, 2008 that Larry D. Zimpleman will assume the role of chief executive officer, succeeding Mr. Griswell, on May 1, 2008. Mr. Griswell will serve as executive chairman from May 1, 2008 until his retirement.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report 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 and Corporate Secretary

Date: March 25, 2008