

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

FORM 8 - A

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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

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(Exact name of registrant as specified in its charter)

Delaware

42-1520346

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(State of incorporation or organization)

(I.R.S. Employer Identification No.)

711 High Street, Des Moines, Iowa

50392

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(Address of principal executive offices)

(Zip 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 General Instruction A.(c), check the following box.

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:  
333-62558.

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

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Series A Junior Participating Preferred  
Stock Purchase Rights with respect to  
Common Stock, \$0.01 par value

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

Rights to Purchase Series A Junior Participating Preferred Stock

The description of the registrant's Series A Junior Participating Preferred Stock Purchase Rights with respect to Common Stock, \$0.01 par value, is incorporated by reference to the information appearing under "Description of Capital Stock and Change of Control Related Provisions--Stockholder Rights Plan" in the registrant's prospectus which forms a part of the registrant's Registration Statement on Form S-1, filed June 8, 2001, as amended (File No. 333-62558) (the "Registration Statement").

Item 2. Exhibits

1. Form of Stockholder Rights Agreement, as filed as Exhibit 4.2 to the Registration Statement, is incorporated herein by reference

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, thereto duly authorized.

Date: October 10, 2001

PRINCIPAL FINANCIAL GROUP, INC.

By: /s/ Joyce N. Hoffman

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