

# 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 13, 2006**  
(Date of earliest event reported)

### **PRINCIPAL FINANCIAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or 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:

- 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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**Item 7.01****Regulation FD Disclosure**

In the earnings guidance provided by Principal Financial Group, Inc. (the “Company”) in its press release and Current Report on Form 8-K filed December 2, 2005, the Company included an assumption that it would purchase approximately \$100 million worth of its own common stock during the 2006 calendar year. The Company continually monitors its capital resources and liquidity, and may repurchase several hundred million dollars worth of its own common stock, absent more attractive investment opportunities, contingent upon several factors. Those factors include the outcome of capital adequacy discussions with rating agencies, regulatory approval, and authorization by the Company’s board of directors.

**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/ Michael H. Gersie  
Name: Michael H. Gersie  
Title: Executive Vice President and  
Chief Financial Officer

Date: March 13, 2006