

PRINCIPAL FINANCIAL GROUP INC

Form SC 13G/A

February 13, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 6)

Principal Financial Group
(Name of Issuer)

Common Stock, \$0.01 Par
(Title of Class of Securities)

74251V 10 2
(CUSIP Number)

Check the following box if a fee is being paid with this statement [].

CUSIP No. 74251V 10 2

13G

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1

Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Northern Trust Corporation	36-2723087
The Northern Trust Company	36-1561860
Northern Trust, NA	36-3190871
Northern Trust Bank, FSB	38-3424562
Northern Trust Investments, N.A.	36-3608252
Northern Trust Company of Connecticut	06-6275604
Northern Trust Global Investments Ltd	6807764922343A00

2

Check the appropriate box if a member of a group

Not Applicable (a)
(b)

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3

S.E.C. use only

4

Citizenship or place of organization

Northern Trust Corporation--a Delaware corporation with principal offices in Chicago, Illinois

Number of Shares Beneficially owned by Each Reporting Person With

5

Sole Voting Power

12,682,564

6

Shared Voting Power

1,501,275

7

Sole Dispositive Power

13,547,112

8

Shared Dispositive Power

545,796

9

Aggregate amount beneficially owned by each reporting person

14,297,574

10

Check box if the aggregate amount in Row (9) excludes certain shares.

Not Applicable

11

Percent of class represented by amount in Row 9

5.46

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12

Type of reporting person

Northern Trust Corporation HC

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G UNDER THE SECURITIES EXCHANGE ACT OF 1934

Check the following box if a fee is being paid with statement [] .

1. (a) Principal Financial Group
(Name of Issuer)

(b) 711 High Street, Des Moines, IA 50392
(Address of Issuer's Principal Executive Office)
2. (a) Northern Trust Corporation
(Name of Person Filing)

(b) 50 South LaSalle Street, Chicago, Illinois 60603
(Address of Person Filing)

(c) U.S. (Delaware Corporation)
(Citizenship)

(d) Common Stock, \$0.01 Par
(Title of Class of Securities)

(e) 74251V 10 2
(CUSIP Number)
3. This statement is being filed by Northern Trust Corporation as a Parent Holding Company in accordance with S240.13d-1(b) (1) (ii) (G).
4. (a) 14,297,574
(Amount Beneficially Owned)

(b) 5.46
(Percent of Class)

(c) Number of shares as to which such person has:
 - (i) 12,682,564
(Sole Power to Vote or to Direct the Vote)
 - (ii) 1,501,275
(Shared Power to Vote or to Direct the Vote)
 - (iii) 13,547,112
(Sole Power to Dispose or Direct Disposition)
 - (iv) 545,796
(Shared Power to Dispose or Direct Disposition)

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DATED: 02-08-2008 Title:Executive Vice President and Chief Investment Officer

EXHIBIT TO SCHEDULE 13G AMENDMENT
FILED BY NORTHERN TRUST CORPORATION
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549-1004
Attention: Filing Desk, Stop 1-4
RE: Principal Financial Group

Pursuant to the requirement of 240.13d-1(k) (1) (iii), this exhibit shall constitute our written agreement that the Schedule 13G to which this exhibit is attached is filed on behalf of Northern Trust Corporation and of its subsidiary(ies), as stated below, regarding our respective beneficial ownership in the above-captioned equity security.

NORTHERN TRUST CORPORATION

By: Orië L. Dudley

DATED: 02-08-2008 Title:Executive Vice President and Chief Investment Officer

The NORTHERN TRUST COMPANY
NORTHERN TRUST INVESTMENTS, N.A.
NORTHERN TRUST GLOBAL INVESTMENTS LTD

By: Orië L. Dudley
Title: Executive Vice President and Chief Investment Officer

NORTHERN TRUST NA

By: Jacobo Schatz
As its Authorized Representative

NORTHERN TRUST BANK, FSB

By: Brian J. Hofmann
As its Authorized Representative

NORTHERN TRUST COMPANY OF CONNECTICUT

By: Trista D Simoncek
As its Vice President