

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940  
Release No. 30177/August 22, 2012

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In the Matter of :  
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: :  
OPPENHEIMER PRINCIPAL :  
PROTECTED TRUST III :  
c/o OppenheimerFunds Inc. :  
6803 S. Tucson Way :  
Centennial, CO 80112 :  
: :  
(811-21561) :  
: :  
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ORDER UNDER SECTION 8(f) OF THE INVESTMENT COMPANY ACT OF 1940  
DECLARING THAT APPLICANT HAS CEASED TO BE AN INVESTMENT COMPANY

Oppenheimer Principal Protected Trust III filed an application on May 2, 2012, and an amendment on July 3, 2012 requesting an order under section 8(f) of the Act declaring that it has ceased to be an investment company.

On July 27, 2012, a notice of filing of the application was issued (Investment Company Act Release No. 30156). The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, as amended, that applicant has ceased to be an investment company. Accordingly,

IT IS ORDERED, under section 8(f) of the Act, that applicant's registration under the Act shall forthwith cease to be in effect.

For the Commission, by the Division of Investment Management, under delegated authority.

Kevin M. O'Neill  
Deputy Secretary