

PRINCIPAL FINANCIAL GROUP INC

Form 424B2

March 24, 2004

Pricing Supplement Dated March 22, 2004  
 (To Prospectus dated March 5, 2004, and  
 Prospectus Supplement dated March 5, 2004)

Filed pursuant to Rule 424(b)(2)  
 Registration Statement Nos. 333-110499 and  
 333-110499-01

CUSIP: 74254PAA0

**Principal Life Insurance Company**  
**Secured Medium-Term Notes**  
**Issued Through**  
**Principal Life Income Fundings Trust 1 (the Trust )**

The description of this pricing supplement of the particular terms of the Secured Medium-Term Notes offered hereby, and the Funding Agreement (specified below) issued by Principal Life Insurance Company ( Principal Life ) to the Trust, the payment obligations of which are fully and unconditionally guaranteed by the Guarantee (specified below) issued by Principal Financial Group, Inc. to the Trust, supplements the description of the general terms and provisions of the notes, the funding agreements and the guarantees set forth in the accompanying prospectus and prospectus supplement, to which reference is hereby made.

**1. The Notes**

|                            |                |                               |                |
|----------------------------|----------------|-------------------------------|----------------|
| Principal Amount:          | \$ 300,000,000 | Purchasing Agent(s) Discount: | 0.350%         |
| Issue Price:               | 99.789%        | Original Issue Date:          | March 29, 2004 |
| Net Proceeds to the Trust: | \$ 298,317,000 | Stated Maturity Date:         | April 1, 2009  |

|                                |  |
|--------------------------------|--|
| Specified Currency:            | U.S. Dollars   |
| Interest Payment Dates:        | April 1 <sup>st</sup> and October 1 <sup>st</sup> in each year |
| Initial Interest Payment Date: | October 1, 2004  |
| Regular Record Date:           | 15 calendar days prior to the Interest Payment Date            |

Type of Interest Rate:     Fixed Rate     Floating Rate

Fixed Rate Notes:     Yes     No. If, Yes,

Interest Rate: 3.20%

Floating Rate Notes:     Yes     No. If, Yes,

Regular Floating Rate Notes:     Yes     No. If, Yes,

Interest Rate:  
 Interest Rate Basis(es):

Floating Rate/Fixed Rate Note:     Yes     No. If, Yes,

Floating Interest Rate:  
 Interest Rate Basis(es):  
 Fixed Interest Rate:  
 Fixed Rate Commencement Date:



Inverse Floating Rate Note:     Yes     No. If, Yes,

Fixed Interest Rate:

Floating Interest Rate:

Interest Rate Basis(es):

Initial Interest Rate, if any:

Initial Interest Reset Date:

Interest Rate Basis(es). Check all that apply:

- |                                  |  |
|----------------------------------|--|
| <input type="radio"/> CD Rate    | <input type="radio"/> Commercial Paper Rate                |
| <input type="radio"/> CMT Rate   | <input type="radio"/> Eleventh District Cost of Funds Rate |
| <input type="radio"/> LIBOR      | <input type="radio"/> Federal Funds Rate                   |
| <input type="radio"/> EURIBOR    | <input type="radio"/> Treasury Rate                        |
| <input type="radio"/> Prime Rate | <input type="radio"/> Other (See Attached)                 |

If LIBOR:     LIBOR Reuters Page     LIBOR Moneyline Telerate Page

LIBOR Currency:

If CMT Rate:

Designated CMT Telerate Page:

If 7052:     Weekly Average     Monthly Average

Designated CMT Maturity Index:

Index Maturity:

Spread (+/-):

Spread Multiplier:

Interest Reset Date(s):

Interest Rate Determination Date(s):

Maximum Interest Rate, if any:

Minimum Interest Rate, if any;

Calculation Agent: Citibank, N.A.

Exchange Rate Agent: Not applicable.

Computation of Interest (not applicable unless different than as specified in the prospectus and prospectus supplement):

Day Count Convention (not applicable unless different than as specified in the prospectus and prospectus supplement):

Amortizing Note:  Yes  No. If, Yes,

Amortizing Schedule:

Additional/Other Terms:

Discount Note:  Yes  No. If, Yes,

Total Amount of Discount:

Initial Accrual Period of Discount:

Additional/Other Terms:

Redemption Provisions:  Yes  No. If, Yes,

Initial Redemption Date:

Initial Redemption Percentage:

Annual Redemption Percentage Reduction (if any):

Redemption:  In whole only and not in part

May be in whole or in part

Additional/Other Terms:

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Repayment:  Yes  No. If, Yes,

Repayment Date(s):

Repayment Price:

Repayment:  In whole only and not in part

May be in whole or in part

Additional/Other Terms:

Sinking Fund (not applicable unless specified):

Additional Amounts to be Paid for Withholding Tax (not applicable unless specified):

Securities Exchange Listing:  Yes  No. If Yes, Name of Exchange: New York Stock Exchange

Authorized Denominations: \$1,000

Ratings:

The Notes issued under the Program are rated AA by Standard & Poor's ( S&P ).

Principal Life expects the Notes to be rated Aa3 by Moody's Investors Service, Inc. ( Moody's ).

Purchasing Agents Purchasing Notes as Principal:  Yes  No. If Yes,

| <b>Purchasing Agent(s)</b>                            | <b>Principal Amount</b> |
|---|-------------------------|
| Merrill Lynch, Pierce, Fenner & Smith<br>Incorporated | \$ 120,000,000          |
| Credit Suisse First Boston LLC                        | \$ 120,000,000          |
| Morgan Stanley & Co. Incorporated                     | \$ 30,000,000           |
| Deutsche Bank Securities Inc.                         | \$ 30,000,000           |
| <b>Total:</b>   | <b>\$ 300,000,000</b>   |

Purchasing Agents Acting as Agent:  Yes  No. If Yes,

| <b>Purchasing Agent(s)</b> | <b>Principal Amount</b> |
|----------------------------|-------------------------|
| <b>Total:</b>              |                         |

State of Organization of the Trust: New York

Additional/Other Terms: Not applicable.  
Not applicable.

Special Tax  
Considerations:

## 2. The Funding Agreement

|                                |   |
|--------------------------------|---|
| Funding Agreement Issuer:      | Principal Life Insurance Company          |
| Funding Agreement No.:         | 6-11177                                   |
| Deposit:                       | \$300,000,015                             |
| Net Deposit:                   | \$298,317,000                             |
| Effective Date:                | March 29, 2004                            |
| Stated Maturity Date:          | April 1, 2004                             |
| Specified Currency:            | U.S. Dollars                              |
| Interest Payment Dates:        | April 1st and October 1st in each<br>year |
| Initial Interest Payment Date: | October 1, 2004                           |

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Type of Interest Rate: Fixed Rate Floating Rate

Fixed Rate Funding Agreement:  Yes  No. If, Yes,

Interest Rate: 3.20%

Floating Rate Funding Agreement:  Yes No. If, Yes,

Regular Floating Rate Funding Agreement:  Yes  No. If, Yes,

Interest Rate:

Interest Rate Basis(es):

Floating Rate/Fixed Rate Funding Agreement:  Yes  No. If, Yes,

Floating Interest Rate:

Interest Rate Basis(es):

Fixed Interest Rate:

Fixed Rate Commencement Date:

Inverse Floating Rate Funding Agreement:  Yes  No. If, Yes,

Fixed Interest Rate:

Floating Interest Rate:

Interest Rate Basis(es):

Initial Interest Rate, if any:

Initial Interest Reset Date:

Interest Rate Basis(es). Check all that apply:

- |                                     |   |
|-------------------------------------|---|
| <input type="checkbox"/> CD Rate    | <input type="checkbox"/> Commercial Paper Rate                |
| <input type="checkbox"/> CMT Rate   | <input type="checkbox"/> Eleventh District Cost of Funds Rate |
| <input type="checkbox"/> LIBOR      | <input type="checkbox"/> Federal Funds Rate                   |
| <input type="checkbox"/> EURIBOR    | <input type="checkbox"/> Treasury Rate                        |
| <input type="checkbox"/> Prime Rate | <input type="checkbox"/> Other (See Attached)                 |

If LIBOR:  LIBOR Reuters Page  LIBOR Moneyline Telerate Page

LIBOR Currency:

If CMT Rate:

Designated CMT Telerate Page:

If 7052:  Weekly Average  Monthly Average

Designated CMT Maturity Index:



Index Maturity:

Spread (+/-):

Spread Multiplier:

Interest Reset Date(s):

Interest Rate Determination Date(s):

Maximum Interest Rate, if any:

Minimum Interest Rate, if any:

Computation of Interest (not applicable unless different than as specified in the prospectus and prospectus supplement):

Day Count Convention (not applicable unless different than as specified in the prospectus and prospectus supplement):

Amortizing Funding Agreement:     Yes     No. If, Yes,

Amortizing Schedule:

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Additional/Other Terms:

Discount Funding Agreement:  Yes  No. If, Yes,

Total Amount of Discount:

Initial Accrual Period of Discount:

Additional/Other Terms:

Redemption Provisions:  Yes  No. If, Yes,

Initial Redemption Date:

Initial Redemption Percentage:

Annual Redemption Percentage Reduction (if any):

Redemption:  In whole only and not in part

May be in whole or in part

Additional/Other Terms:

Repayment:  Yes  No. If, Yes,

Repayment Date(s):

Repayment Price:

Repayment:  In whole only and not in part

May be in whole or in part

Additional/Other Terms:

Sinking Fund (not applicable unless specified):

Additional Amounts to be Paid For Withholding Tax (not applicable unless specified):

Ratings:

The Funding Agreement issued under the Program is rated AA by S&P.

Principal Life expects the Funding Agreement to be rated Aa3 by Moody's.

Additional/Other Terms:

Not applicable.

Special Tax Considerations:

Not applicable.

### 3. The Guarantee

Guarantee Issuer: Principal Financial Group, Inc.

Effective Date:

March 29, 2004

Additional/Other Terms:

Not applicable.