

PRINCIPAL FINANCIAL GROUP INC

Form 424B5

May 24, 2004

Pricing Supplement 05/21/2004

Filed pursuant to Rule 424(b)(5)

Dated

(To Prospectus dated March 5, 2004, and
Prospectus Supplement dated March 5, 2004)Registration Statement Nos. 333-110499 and
333-110499-01

CUSIP: 74254PAM4

Principal Life Insurance Company
Principal® Life CoreNotes® (Callable)
Issued Through
Principal Life Insurance Company 2004-7 (the Trust)

The description of this pricing supplement of the particular terms of the Principal® Life CoreNotes® offered hereby, and the Funding Agreement (specified below) sold by Principal Life Insurance Company to the Trust, (specified herein), 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: | \$4,738,000.0 | Purchasing Agent Discount: | 1.300% |
| Issue Price: | 100.0% | Original Issue Date: | 05/26/2004 |
| Net Proceeds to the Trust: | \$4,676,406.0 | Stated Maturity Date: | 05/15/2012 |

Interest Payment Dates: The 15th day of every sixth month commencing on 11/15/2004.

Initial Interest Payment Date: 11/15/2004

Regular Record Date: The 1st day of every sixth month commencing on 11/01/2004.

Type of Interest Rate: ☒ Fixed Rate ☐ Floating Rate

Fixed Rate Notes: ☒ Yes ☐ No If Yes,

Interest Rate: 5.25%

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: o Yes o No If Yes,
Floating Interest Rate:
Interest Rate Basis(es):
Fixed Interest Rate:
Fixed Rate Commencement Date:

Initial Interest Rate, if any: N/A

Initial Interest Reset Date: N/A

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CoreNotes[®] is a registered service mark of Merrill Lynch & Co.

| | | |
|---|---|---|
| Interest Rate Basis(es). Check all that apply: | N/A | |
| | <input type="radio"/> CD Rate | <input type="radio"/> CMT Rate |
| | <input type="radio"/> Commercial Paper Rate | <input type="radio"/> LIBOR |
| | <input type="radio"/> Treasury Rate | <input type="radio"/> Prime Rate |
| | <input type="radio"/> Other (See Attached) | |
| If LIBOR: | <input type="radio"/> LIBOR Reuters Page LIBOR Currency: | <input type="radio"/> LIBOR Moneyline Telerate Page |
| If CMT Rate: | | |
| Designated CMT Telerate Page: | | |
| If 7052: | <input type="radio"/> Weekly Average | <input type="radio"/> Monthly Average |
| Designated CMT Maturity Index: | | |
| Index Maturity: | N/A | |
| Spread (+/-): | N/A | |
| Spread Multiplier: | N/A | |
| Interest Reset Date(s): | N/A | |
| Interest Rate Determination Date(s): | N/A | |
| Maximum Interest Rate, if any: | N/A | |
| Minimum Interest Rate, if any: | N/A | |
| Calculation Agent: | Citibank, N.A. | |
| Computation of Interest: | N/A | |
| (not applicable unless different than as specified in the prospectus and prospectus supplement) | | |
| Day Count Convention: | N/A | |
| (not applicable unless different than as specified in the prospectus and prospectus supplement) | | |
| Discount Note: | <input type="radio"/> Yes | <input checked="" type="radio"/> No If Yes, |
| Total Amount of Discount: | | |
| Initial Accrual Period of Discount: | | |
| Additional/Other Terms: | | |
| Terms of Survivor's Option: | | |
| Annual Put Limitation: | <input checked="" type="radio"/> \$2,000,000 or 2%; or <input type="radio"/> \$_____or_% | |
| Individual Put Limitation: | <input checked="" type="radio"/> \$250,000; or <input type="radio"/> \$_____ | |
| Trust Put Limitation: | <input checked="" type="radio"/> 2%; or \$_____ | |
| Redemption Provisions: | <input checked="" type="radio"/> Yes | <input type="radio"/> No If Yes, |
| Initial Redemption Date: | 05/15/2006 | |

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Redemption: ☒ In whole only and not in part
☐ May be in whole or in part

Additional Other Terms: Any redemption date will be an Interest Payment Date falling on or after the Initial redemption Date

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): N/A

Securities Exchange Listing: ☐ Yes ☒ No If Yes, Name of 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 Agent(s) Purchasing Notes as ☒ Yes ☐ No If Yes,
Principal:

| Purchasing Agent(s) | Principal Amount |
|----------------------------|-------------------------|
| Merrill Lynch | \$4,738,000.0 |
| Total: | \$4,738,000.0 |

State of Organization of the Trust: New York

Additional/Other Terms: None

Special Tax Considerations: None

2. The Funding Agreement

Funding Agreement Issuer: Principal Life Insurance Company

Funding Agreement No: 7-06126

Deposit: \$4,738,015.0

Net Deposit: \$4,676,406.0

Effective Date: 05/26/2004

Stated Maturity Date: 04/15/2012

Interest Payment Dates: The 15th day of every sixth month commencing on 11/15/2004.

Initial Interest Payment Date: 11/15/2004

Type of Interest Rate: ☒ Fixed Rate ☐ Floating Rate

Fixed Rate Funding Agreement: ☒ Yes ☐ No If Yes,

Interest Rate: 5.25%

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:

Initial Interest Rate, if any: N/A

Initial Interest Reset Date: N/A

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

- | | |
|---|----------------------------------|
| <input type="radio"/> CD Rate | <input type="radio"/> CMT Rate |
| <input type="radio"/> Commercial Paper Rate | <input type="radio"/> LIBOR |
| <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: N/A

Spread (+/-): N/A

Spread Multiplier: N/A

Interest Reset Date(s): N/A

Interest Rate Determination Date(s): N/A

Maximum Interest Rate, if any: N/A

Minimum Interest Rate, if any: N/A

Computation of Interest: N/A
(not applicable unless different than as specified in the prospectus and prospectus supplement)
Day Count Convention: N/A
(not applicable unless different than as specified in the prospectus and prospectus supplement)

Discount Funding Agreement: ☐ Yes ☒ No If Yes,
Total Amount of Discount:
Initial Accrual Period of
Discount:
Additional/Other Terms:

Terms of Survivor's Option:
Annual Put Limitation: ☒ \$2,000,000 or 2%; or
☐ \$_____or_%
Individual Put Limitation: ☒ \$250,000; or
☐ \$_____
Trust Put Limitation: ☒ 2%; or
\$_____

Redemption: ☒ Yes ☐ No If Yes,
Initial Redemption Date: 05/15/2006
Redemption: ☒ In whole only and not in part
☐ May be in whole or in part
Additional Other Terms: Any redemption date will be an Interest Payment Date falling on or after the Initial Redemption Date

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): N/A

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: None

Special Tax Considerations: None

3. The Guarantee

Guarantee Issuer: Principal Financial Group, Inc.

Effective Date: 05/26/2004

Additional/Other Terms: None