

PRINCIPAL FINANCIAL GROUP INC

Form 424B2

May 24, 2004

Pricing Supplement 05/21/2004
Dated

Filed pursuant to Rule 424(b)(2)

(To Prospectus dated March 5, 2004, and
Prospectus Supplement dated March 5, 2004)

Registration Statement Nos. 333-110499 and
333-110499-01

CUSIP: 74254PAL6

Principal Life Insurance Company
Principal® Life CoreNotes®
Issued Through
Principal Life Insurance Company 2004-6 (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: | \$3,129,000.0 | Purchasing Agent Discount: | 1.100% |
| Issue Price: | 100.0% | Original Issue Date: | 05/26/2004 |
| Net Proceeds to the Trust: | \$3,094,581.0 | Stated Maturity Date: | 05/17/2010 |

Interest Payment Dates: The 15th day of every third month commencing on 08/15/2004.

Initial Interest Payment Date: 08/15/2004

Regular Record Date: The 1st day of every third month commencing on 08/01/2004.

Type of Interest Rate: Fixed Rate Floating Rate

Fixed Rate Notes: Yes No If Yes,

Interest Rate: 4.50%

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:

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

CD Rate CMT Rate
 Commercial Paper Rate LIBOR
 Treasury Rate Prime Rate
 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
 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: Yes No If Yes,

Total Amount of Discount:
 Initial Accrual Period of Discount:
 Additional/Other Terms:

Terms of Survivor's Option:
 Annual Put Limitation: x \$2,000,000 or 2%; or
 \$_____ or_%

Individual Put Limitation: x \$250,000; or
 \$_____

Trust Put Limitation: x 2%; or \$_____

Redemption Provisions: Yes No If Yes,
 Initial Redemption Date:

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): 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:

| <u>Purchasing Agent(s)</u> | <u>Principal Amount</u> |
|----------------------------|-------------------------|
| Merrill Lynch | \$3,129,000.0 |
| Total: | \$3,129,000.0 |

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.: 7-06125

Deposit: \$3,129,015.0

Net Deposit: \$3,094,581.0

Effective Date: 05/26/2004

Stated Maturity Date: 05/17/2010

Interest Payment Dates: The 15th day of every third month commencing on 08/15/2004.

Initial Interest Payment Date: 08/15/2004

Type of Interest Rate: Fixed Rate Floating Rate

Fixed Rate Funding Agreement: Yes No If Yes,

Interest Rate: 4.50%

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

- CD Rate
- Commercial Paper Rate
- Treasury Rate
- Other (See Attached)
- CMT Rate
- LIBOR
- Prime Rate

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:
 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): 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