

PRINCIPAL FINANCIAL GROUP INC

Form 424B2

June 14, 2004

Pricing Supplement Dated 06/11/2004
(To Prospectus dated March 5, 2004, and
Prospectus Supplement dated March 5, 2004)

Filed pursuant to Rule 424(b)(2)
Registration Statement No. 333-110499 and
333-110499-01
CUSIP: 74254PAW2

Principal Life Insurance Company
Principal® Life CoreNotes®
Issued Through
Principal Life Income Fundings Trust 2004-15 (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: | \$682,000.0 | Purchasing Agent Discount: | 1.500% |
| Issue Price: | 100.0% | Original Issue Date: | 06/16/2004 |
| Net Proceeds to the Trust: | \$671,770.0 | Stated Maturity Date: | 06/16/2014 |

Interest Payment Dates: The 15th day of every third month commencing on 09/15/2004.

Initial Interest Payment Date: 09/15/2004

Regular Record Date: The 1st day of every third month commencing on 09/01/2004.

Type of Interest Rate: ☒ Fixed Rate ☐ Floating Rate

Fixed Rate Notes: ☒ Yes ☐ No. If, Yes,

Interest Rate: 5.30%

| | | | | |
|--------------------------------|---------------------------|--------------------------------------|----------|--|
| Floating Rate Notes: | <input type="radio"/> Yes | <input checked="" type="radio"/> No. | If, Yes, | |
| Regular Floating Rate Notes: | <input type="radio"/> Yes | <input type="radio"/> No. | If, Yes, | |
| Interest Rate: | | | | |
| Interest Rate Basis(es): | | | | |
| Floating Rate/Fixed Rate Note: | <input type="radio"/> Yes | <input type="radio"/> 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

☐ 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

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 N/A

Convention:

(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:

☒ \$2,000,000 or

2%; or

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| | | | |
|---|--|--------------------------------------|-------------------|
| Individual Put Limitation: | <input type="radio"/> \$___ or ___% <input checked="" type="radio"/> \$250,000; or <input type="radio"/> \$___ | | |
| Trust Put Limitation: | <input checked="" type="radio"/> 2%; or \$ _ <input type="radio"/> No. | | |
| Redemption Provisions: | <input type="radio"/> Yes <input type="radio"/> NC | <input checked="" type="radio"/> No. | If, Yes, |
| Initial Redemption Date: | | | |
| Redemption: | <input type="radio"/> In whole only and not in part <input type="radio"/> May be in whole or in part | | |
| Additional Other Terms: | | | |
| Repayment: | <input type="radio"/> Yes | <input checked="" type="radio"/> No. | If, Yes, |
| Repayment Date(s): | | | |
| Repayment Price: | | | |
| Repayment: | <input type="radio"/> In whole only and not in part <input type="radio"/> May be in whole or in part | | |
| Additional Other Terms: | | | |
| Sinking Fund (not applicable unless specified): | N/A | | |
| Securities Exchange Listing: | <input type="radio"/> Yes | <input checked="" type="radio"/> 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 Principal: ☒ Yes ☐ No If yes:

| Purchasing Agent(s) | Principal Amount |
|---------------------|------------------|
| Merrill Lynch | \$ 682,000.0 |
| Total: | \$ 682,000.0 |

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.: 7-06135

Deposit: \$682,015.0

Net Deposit: \$671,770.0

Effective Date: 06/16/2004

Stated Maturity Date: 06/16/2014

Interest Payment Dates: The 15th day of every third month commencing on 09/15/2004.

Initial Interest Payment Date: 09/15/2004

Type of Interest Rate: ☒ Fixed Rate ☐ Floating Rate

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

Interest Rate: 5.30%

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 N/A

Date:

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

apply:

☐ CD Rate

☐ Commercial Paper Rate

☐ Treasury Rate

☐ Other (See Attached)

If LIBOR:

☐ LIBOR

Reuters Page

LIBOR

Currency:

If CMT Rate:

☐ CMT Rate

☐ LIBOR

☐ Prime Rate

☐ LIBOR Moneyline Telerate Page

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: NC
 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: None
 Considerations:

3. The Guarantee

Guarantee Issuer: Principal Financial Group, Inc.

Effective Date: 06/16/2004
Additional/ Other Terms: None