

PRINCIPAL FINANCIAL GROUP INC

Form 424B2

February 11, 2005

Pricing Supplement February 9, 2005

Filed pursuant to Rule 424(b)(2)

Dated

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

CUSIP: 74254PEH1

Principal Life Insurance Company
Secured Medium-Term Notes
Issued Through
Principal Life Income Fundings Trust 9 (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:	\$250,000,000	Purchasing Agent(s) Discount:	None
Issue Price:	100.00%	Original Issue Date:	February 14, 2005
Net Proceeds to the Trust:	\$250,000,000	Stated Maturity Date:	February 14, 2007

Specified Currency:	U.S. Dollars
Interest Payment Dates:	The fourteenth day of February, May, August and November of each year
Initial Interest Payment Date:	May 14, 2005
Regular Record Date:	15 calendar days prior to the Interest Payment Date
Type of Interest Rate:	<input type="radio"/> Fixed Rate <input checked="" type="radio"/> Floating Rate
Fixed Rate Notes:	<input type="radio"/> Yes <input checked="" type="radio"/> No. If, Yes,
Interest Rate:	
Floating Rate Notes:	<input checked="" type="radio"/> Yes <input type="radio"/> No. If, Yes,

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Regular Floating Rate Notes: ☒ Yes ☐ No. If, Yes,
Interest Rate: 3-Month LIBOR -.015%
Interest Rate Basis(es): See below.

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: 2.775%

Initial Interest Reset Date: May 14, 2005

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

- ☐ CD Rate
- ☐ CMT Rate
- ☒ LIBOR
- ☐ EURIBOR
- ☐ Prime Rate

- ☐ Commercial Paper Rate
- ☐ Eleventh District Cost of Funds Rate
- ☐ Federal Funds Rate
- ☐ Treasury Rate
- ☐ Other (See Attached)

If LIBOR: ☐ LIBOR Reuters Page
LIBOR Currency:

☒ LIBOR Moneyline Telerate Page
U.S. Dollars

If CMT Rate:

Designated CMT Telerate Page:

If 7052: ☐ Weekly Average

☐ Monthly Average

Designated CMT Maturity Index:

Index 3-Month
Maturity:

Spread (+/-): -0.015%

Spread Not applicable
Multiplier:

Interest Reset Each Interest Payment Date
Date(s):

Interest Rate The second London Banking Day preceding the related Interest Reset Date
Determination
Date(s):

Maximum Not applicable
Interest Rate,
if any:

Minimum Not applicable
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:

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

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):

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 Rating Service, a division of The McGraw-Hill Companies, Inc. (S&P).

Principal Life expects the Notes to be rated Aa2 by Moody's Investors Service, Inc. (Moody's).

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

<u>Purchasing Agent(s)</u>	<u>Principal Amount</u>
Deutsche Bank Securities Inc.	\$ 250,000,000
Total:	\$ 250,000,000

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

<u>Purchasing Agent(s)</u>	<u>Principal Amount</u>

Total:

State of Organization of the Trust: New York

Additional/Other Terms: Not applicable.

Special Tax Considerations: Interest payable on the Notes will be treated as qualified stated interest for United States federal income tax purposes, as it meets the specified criteria referenced in the prospectus supplement under the heading Material United States Federal Income Tax Considerations U.S. Holders *Interest and Original Issue Discount*.

2. The Funding Agreement

Funding Agreement Issuer: Principal Life Insurance Company

Funding Agreement No.: 6-11806

Deposit: \$250,000,015

Net Deposit: \$250,000,000

Effective Date: February 14, 2005

Stated Maturity Date: February 14, 2007

Specified Currency: U.S. Dollars

Interest Payment Dates: The fourteenth day of February, May, August and November of each year

Initial Interest Payment Date: May 14, 2005

Regular Record Date:

Type of Interest Rate: ☐ Fixed Rate ☒ Floating Rate

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

Interest Rate:

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

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

Interest Rate: 3-Month LIBOR-.015%

Interest Rate Basis(es): See below

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: 2.775%

Initial Interest Reset Date: May 14, 2005

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 checked="" 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: U.S. Dollars

If CMT Rate:

Designated CMT Telerate Page:

If 7052: o Weekly Average

o Monthly Average

Designated CMT Maturity Index:

3

Index Maturity: 3-Month

Spread (+/-): -0.015%

Spread Multiplier: Not applicable

Interest Reset Date(s): Each Interest Payment Date

Interest Rate Determination Date(s): The second London Banking Day preceding the related Interest Reset Date

Maximum Interest Rate, if any: Not applicable

Minimum Interest Rate, if any: 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 Funding Agreement: ☐ Yes ☒ No. If, Yes,
Amortizing Schedule:
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 Aa2 by Moody's.

Additional/Other Terms: Not applicable.

Special Tax Considerations: Not applicable.

3. The Guarantee

Guarantee Issuer: Principal Financial Group, Inc.

Effective Date: February 14, 2005

Additional/Other Terms: Not applicable