

PRINCIPAL FINANCIAL GROUP INC

Form 424B5

August 23, 2004

Pricing Supplement 08/20/2004  
Dated

Filed pursuant to Rule 424(b)(5)

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

Registration Statement No. 333-110499 and  
333-110499-01

CUSIP: 74254PBW1

**Principal Life Insurance Company**  
**Principal® Life CoreNotes® (Callable)**  
**Issued Through**  
**Principal Life Income Fundings Trust 2004-38 (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**

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Principal Amount:	\$4,249,000.0	Purchasing Agent Discount:	2.000%
Issue Price:	100.0%	Original Issue Date:	08/25/2004
Net Proceeds to the Trust:	\$4,164,020.0	Stated Maturity Date:	08/15/2019

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Interest Payment Dates: The 15th day of every sixth month commencing on 02/15/2005.

Initial Interest Payment Date: 02/15/2005

Regular Record Date: The 1st day of every sixth month commencing on 02/01/2005.

Type of Interest Rate:  Fixed Rate  Floating Rate

Fixed Rate Notes:  Yes  No. If, Yes,

Interest Rate: 5.50%

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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*Principal<sup>®</sup> is a registered service mark of Principal Financial Services, Inc. and is used under license.  
CoreNotes<sup>®</sup> 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:  \$2,000,000 or 2%; or  
 \$\_\_\_\_\_ or \_\_\_\_%  
 Individual Put Limitation:  \$250,000; or  
 \$\_\_\_\_\_  
 Trust Put Limitation:  2%; or  
 \$\_\_\_\_\_

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Redemption Provisions:  Yes  No. If, Yes,  
Initial Redemption Date: 08/15/2007  
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:

<u>Purchasing Agent(s)</u>	<u>Principal Amount</u>
Merrill Lynch	\$4,249,000.0
Total:	<u>\$4,249,000.0</u>

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.: 4-51241

Deposit: \$4,249,015.0

Net Deposit: \$4,164,020.0

Effective Date: 08/25/2004

Stated Maturity Date: 08/15/2019

Interest Payment Dates: The 15th day of every sixth month commencing on 02/15/2005.

Initial Interest Payment Date: 02/15/2005

Type of Interest Rate:  Fixed Rate  Floating Rate

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

Interest Rate: 5.50%

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                                     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  
 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: 08/15/2007  
 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: 08/25/2004

Additional/Other Terms: None