

PRINCIPAL LIFE INCOME FUNDINGS TRUST 2004-5

Form 424B2

April 09, 2004

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

Pricing Supplement Dated 04/08/2004  
 (To Prospectus dated March 5, 2004, and  
 Prospectus Supplement dated March 5, 2004)

CUSIP: 74254PAH5

Principal Life Insurance Company  
 Principal® Life CoreNotes® (Callable)  
 Issued Through  
 Principal Life Income Fundings Trust 2004-5 (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:	\$8,317,000.0	Purchasing Agent Discount:	2.000%
Issue Price:	100.0%	Original Issue Date:	04/14/2004
Net Proceeds to the Trust:	\$8,150,660.0	Stated Maturity Date:	04/15/2019

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Interest Payment Dates: The 15th day of every sixth month commencing on 10/15/2004

Initial Interest Payment Date: 10/15/2004

Regular Record Date: The 1st day of every sixth month commencing on 10/01/2004

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

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

- |                                     |   |
|-------------------------------------|---|
| <input type="checkbox"/> CD Rate    | <input type="checkbox"/> Commercial Paper Rate                |
| <input type="checkbox"/> CMT Rate   | <input type="checkbox"/> Eleventh District Cost of Funds Rate |
| <input type="checkbox"/> LIBOR s    | <input type="checkbox"/> Federal Funds Rate                   |
| <input type="checkbox"/> EURIBOR    | <input type="checkbox"/> Treasury Rate                        |
| <input type="checkbox"/> Prime Rate | <input type="checkbox"/> 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  
 \$\_\_\_\_\_

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

Redemption Provisions: x Yes o No. If, Yes,  
Initial Redemption Date: 04/15/2007  
Redemption: x In whole only and not in part  
o 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: o Yes x No. If, Yes,  
Repayment Date(s):  
Repayment Price:  
Repayment: o In whole only and not in part  
o May be in whole or in part  
Additional/Other Terms:

Sinking Fund (not applicable unless specified): N/A

Securities Exchange Listing: o Yes x No. If, Yes,

Authorized Denominations: \$ 1,000  
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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 Agents Purchasing Notes as  Yes  No. If Yes:  
 Principal:

<u>Purchasing Agent(s)</u>	<u>Principal Amount</u>
Merrill Lynch	\$8,317,000.0
	<hr/>
Total:	\$8,317,000.0
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State of Organization of New York  
 the Trust:

Additional/Other Terms: None

Special Tax Considerations: None

**2. The Funding Agreement**

Funding Agreement Issuer: Principal Life Insurance Company

Funding Agreement No.: 7-06122

Deposit: \$8,317,015.0

Net Deposit: \$8,150,660.0

Effective Date: 04/14/2004

Stated Maturity Date: 04/15/2019

Interest Payment Dates: The 15th day of every sixth month commencing on 10/15/2004

Initial Interest Payment Date: 10/15/2004

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
- LIBOR s
- 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 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 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 \$\_\_\_\_\_

Redemption Provisions:  Yes  No. If, Yes,

Initial Redemption Date: 04/15/2007

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:                        o In whole only and not in part  
    o 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:                                04/14/2004  
 Additional/Other Terms:                        None