

PRINCIPAL FINANCIAL GROUP INC

Form 424B2

June 13, 2008

Pricing Supplement Dated June 11, 2008

(To Prospectus dated November 21, 2007, and

Prospectus Supplement dated November 21, 2007

Filed Pursuant to Rule 424(b)(2)

Registration Statement Nos. 333-147181

and 333-147181-01

CUSIP: 74254PZC9

**Principal Life Insurance Company  
Secured Medium-Term Notes (that are also Asset-Backed Securities)**

**Issued Through and Obligations of**

**Principal Life Income Fundings Trust 38 (the Trust and the Issuing Entity )**

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:	0%
Issue Price:	99.934%	Original Issue Date:	June 18, 2008
Net Proceeds to the Trust:	\$249,835,000	Stated Maturity Date:	June 17, 2011

Specified Currency: U.S. Dollars

Interest Payment Dates: June 18 and December 18 of each year

Initial Interest Payment Date: December 18, 2008

Regular Record Date: 15 calendar days prior to the Interest Payment Date

Type of Interest Rate:  Fixed Rate  Floating Rate

Fixed Rate Notes:  Yes  No. If, Yes,

Interest Rate: 5.15%

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:

Inverse Floating Rate Note:  Yes  No. If, Yes,

Fixed Interest Rate:

Floating Interest Rate:

Interest Rate Basis(es):

Initial Interest Rate, if any:

Initial Interest Reset Date:

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

CD Rate

CMT Rate

Constant Maturity Swap Rate

LIBOR

EURIBOR

Prime Rate

Commercial Paper Rate

Eleventh District Cost of Funds Rate

Federal Fund Open Rate

Federal Funds Rate

Treasury Rate

Other

If LIBOR:  LIBOR Reuters

LIBOR Currency:

If CMT Rate:

Designated Reuters Page:

If FEDCMT:  Weekly Average  Monthly Average

Designated CMT Maturity Index:

Index Maturity:

Spread (+/-):

Spread Multiplier:

Interest Reset Date(s):

Interest Rate Determination Date(s):

Maximum Interest Rate, if any:

Minimum 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 Notes:  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:

Annual Redemption Percentage Reduction (if any):

Redemption  In whole only and not in part  
 May be in whole or in part  
Additional/Other Terms:

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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 Ratings Services, 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 Agent(s) Purchasing Notes as Principal:  Yes  No. If Yes,

Purchasing Agent(s)	Principal Amount
Barclays Capital Inc.	\$125,000,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$125,000,000
Total:	\$250,000,000

Purchasing Agent(s) Acting as Agent:  Yes  No. If Yes,

Purchasing Agent(s)	Principal Amount

Total:

State of Organization of Trust: New York

Additional/Other Terms:

Special Tax Considerations:

## 2. **The Funding Agreement**

Funding Agreement Issuer: Principal Life Insurance Company

Funding Agreement No.: 8-05029

Deposit Amount: \$250,000,015

Net Deposit: \$249,835,000

Effective Date: June 18, 2008

Stated Maturity Date: June 17, 2011

Specified Currency: U.S. Dollars

Interest Payment Dates: June 18 and December 18 of each year

Initial Interest Payment Date: December 18, 2008

Type of Interest Rate:  Fixed Rate  Floating Rate

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

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Interest Rate: 5.15%

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:

Inverse Floating Rate Funding Agreement:  Yes  No. If, Yes,

Fixed Interest Rate:

Floating Interest Rate:

Interest Rate Basis(es):

Initial Interest Rate, if any:

Initial Interest Reset Date:

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

CD Rate

CMT Rate

Constant Maturity Swap Rate

LIBOR

EURIBOR

Prime Rate

Commercial Paper Rate

Eleventh District Cost of Funds Rate

Federal Funds Open Rate

Federal Funds Rate

Treasury Rate

Other (See Attached)

If LIBOR:  LIBOR Reuters

LIBOR Currency:

If CMT Rate:

Designated Reuters Page:

If FEDCMT:  Weekly Average  Monthly Average

Designated CMT Maturity Index:

Index Maturity:

Spread (+/-):

Spread Multiplier:

Interest Reset Date(s):

Interest Rate Determination Date(s):

Maximum Interest Rate, if any:

Minimum Interest Rate, if any:

Calculation 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:

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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 if any:

Special Tax Considerations:

3. **The Guarantee**

Guarantee Issuer: Principal Financial Group, Inc.

Effective Date: June 18, 2008

Additional/Other Terms if any: