## Edgar Filing: PRINCIPAL LIFE INSURANCE CO - Form 424B2

PRINCIPAL LIFE INSURANCE CO
Form 424B2
February 15, 2007

Pricing Supplement Dated February 13, 2007 (To Prospectus dated February 16, 2006, and Prospectus Supplement dated February 16, 2006)

Filed pursuant to Rule 424(b)(2)
Registration Statement Nos. 333-129763
and 333-129763-01

CUSIP: 74254PQN5

Principal Life Insurance Company<br>Secured Medium-Term Notes (that are also Asset-Backed Securities)<br>Issued Through and Obligations of Principal Life Income Fundings Trust 28 (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



Interest Rate:
Interest Rate Basis(es):
Floating Rate/Fixed Rate Note:
Floating Interest Rate:
Interest Rate Basis(es):
Fixed Interest Rate:
Fixed Rate Commencement Date:

3-Month LIBOR-.03125\%
See below
o Yes x No. If, Yes,

| Inverse Floating Rate Note: o Yes x No. If, Yes, |  |  |
| :---: | :---: | :---: |
| Fixed Interest Rate: |  |  |
| Floating Interest Rate: |  |  |
| Interest Rate Basis(es): |  |  |
| Initial Interest Rate, if any: $\quad \begin{aligned} & 3-\mathrm{M} \\ & \text { busi }\end{aligned}$ | 3-Month LIBOR-. $03125 \%$ determined on the second business day preceding the Original Issue Date. |  |
| Initial Interest Reset Date: May | May 20, 2007 |  |
| Interest Rate Basis(es). Check all that apply: |  |  |
|  | o CD Rate | o Commercial Paper Rate |
|  | o CMT Rate | o Eleventh District Cost of Funds Rate |
|  | o Constant Maturity Swap Rate | o Federal Fund Open Rate |
|  | x LIBOR | o Federal Funds Rate |
|  | o EURIBOR | o Treasury Rate |
|  | o Prime Rate | o Other (See Attached) |
| If LIBOR: | x LIBOR Reuters Screen LIBOR01 Page | o LIBOR Moneyline Telerate Page 3750 |
| LIBOR Currency: U.S. Dollars |  |  |
| If CMT Rate: |  |  |
| Designated CMT Telerate Page: |  |  |
| If 7052: | o Weekly Average | o Monthly Average |
| Designated CMT Maturity Index: |  |  |
| Index Maturity: | 3-Month |  |
| Spread (+/-): | -.03125\% |  |
| Spread Multiplier: | Not Applicable |  |
| Interest Reset Date(s): | Each Interest Payment Date |  |
| Interest Rate Determination Date(s) | Date(s): The second business day preceding the Interest Reset Date |  |
| Maximum Interest Rate, if any: | y: Not Applicable |  |
| Minimum Interest Rate, if any: | y: Not Applicable |  |
| 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):


| Repayment: |  |  |
| :--- | :--- | :--- |
| Repayment Date(s): | o Yes |  |
| Repayment Price: | o No. If, Yes, |  |
| 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):

Additional Amounts to be Paid for Withholding Tax (not applicable unless specified):
Securities Exchange Listing: o Yes x No. If, Yes, Name of Exchange:

Authorized Denominations:
\$1,000
Ratings: The Notes issued under the Program are rated AA by Standard \& Poor s 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 $x$ Yes o No. If, Yes, Principal:

Purchasing Agent(s)
Principal Amount
Banc of America Securities LLC
\$250,000,000

Total: \$250,000,000
Purchasing Agent(s) Acting as Agent:
o Yes x No. If, Yes,
Purchasing Agent(s)
Principal Amount

State of Organization of the New York
Trust:

Additional/Other Terms:
Special Tax Considerations:
2. The Funding Agreement

| Funding Agreement Issuer: | Principal Life Insurance Company |  |
| :--- | :--- | :--- |
| Funding Agreement No.: | $7-08679$ |  |
| Deposit Amount: | $\$ 250,000,015$ |  |
| Net Deposit: | $\$ 250,000,000$ |  |
| Effective Date: | February 20, 2007 |  |
| Stated Maturity Date: | February 20, 2009 |  |
| Specified Currency: | U.S. Dollars |  |
| Interest Payment Dates: | February 20, May 20, August 20 and |  |
| November 20 of each year |  |  |
| Initial Interest Payment Date: | May 20, 2007 |  |
| Type of Interest Rate: | o Fixed Rate $\quad$ x Floating Rate |  |
| Fixed Rate Funding | o Yes $\quad$ x No. |  |
| Agreement: |  | If, Yes, |

Interest Rate:

| Floating Rate Funding Agreement: | x Yes | o No. | If, Yes, |
| :---: | :---: | :---: | :---: |
| Regular Floating Rate Funding Agreement: | $x$ Yes | o No. | If, Yes, |
| Interest Rate: | 3 Month LIBOR-.03125\% |  |  |
| Interest Rate Basis(es): | See below |  |  |
| Floating Rate/Fixed Rate Funding Agreement: o Yes x No. If, Yes, <br> Floating Interest Rate: <br> Interest Rate Basis(es): <br> Fixed Interest Rate: <br> Fixed Rate Commencement Date: |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
| Inverse Floating Rate Funding Agreement: | o Yes | x No. | If, Yes, |
| Fixed Interest Rate: <br> Floating Interest Rate: <br> Interest Rate Basis(es): |  |  |  |
|  |  |  |  |
|  |  |  |  |

Initial Interest Rate, if any:

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

| o CD Rate | o Commercial Paper Rate |
| :--- | :--- |
| o CMT Rate | o Eleventh District Cost of Funds Rate |
| o Constant Maturity Swap Rate | o Federal Fund Open Rate |
| x LIBOR | o Federal Funds Rate |
| o EURIBOR | o Treasury Rate |
| o Prime Rate | o Other (See Attached) |
| x LIBOR Reuters Screen LIBOR01 Page | o LIBOR Moneyline Telerate Page 3750 |
| $\quad$ LIBOR Currency: U.S. Dollars |  |

## If CMT Rate:

Designated CMT Telerate Page:
If 7052: o Weekly Average o Monthly Average
Designated CMT Maturity Index:
Index Maturity:
3-Month
Spread (+/-): -.03125\%
Spread Multiplier: Not Applicable

3-Month LIBOR-.03125\% determined on the second business day preceding the Original Issue Date.

May 20, 2007

If LIBOR: x LIBOR Reuters Screen LIBOR01 Page o LIBOR Moneyline Telerate Page 3750

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Interest Reset Date(s): Each Interest Payment Date
Interest Rate Determination The second business day preceding the related Interest Reset Date Date(s):

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: o Yes x No. If, Yes,
Amortizing Schedule
Additional/Other Terms
Discount Funding Agreement:
Total Amount of Discount:
Initial Accrual Period of
Discount:

Additional/Other Terms:

| Redemption Provisions: o Yes $\quad$ N No. If, Yes, |  |  |
| :--- | :--- | :--- |
| Initial Redemption Date: |  |  |
| Initial Redemption Percentage: |  |  |
| Initial Redemption Percentage Reduction (if any): |  |  |
| Redemption: | o In whole only and not in part <br> o May be in whole or in part |  |
| Additional Other Terms: |  |  |

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):
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:
February 20, 2007
Additional/Other Terms if any:

