

Mail Stop 3561

January 18, 2006

Karen E. Shaff  
Principal Life Insurance Company  
711 High Street  
Des Moines, Iowa 50392-0001

Re: Principal Life Insurance Company  
Amendment No. 1 to Registration Statement on Form S-3  
Filed December 22, 2005  
File No. 333-129763

Dear Ms. Shaff:

We have reviewed your responses to the comments in our letter dated December 15, 2005 and have the following additional comments.

#### General

1. We note your response to prior comment 4 of our letter dated December 15, 2005, including your statement that the information called for by Item 1105 of Regulation AB is not material to the program. Please confirm, if true, that such information is not material to investors or revise to provide the information called for by Item 1105.
2. While we note your response to prior comment 7 of our letter dated December 15, 2005, it is unclear whether the Form 8-Ks to which you refer would be filed before or after the time of each takedown. Accordingly, as a follow-up to our prior comment, please confirm that all material terms to be included in the finalized agreements will also be disclosed in the final Rule 424(b) prospectus, or that finalized agreements will be filed simultaneously with or prior to the final supplement. Refer to Item 1100(f) of Regulation AB.

#### Prospectus Supplements

##### Cover Page

3. We reissue comment 9 of our letter dated December 15, 2005 in part. Please revise the cover page of the base prospectus, each prospectus supplement and the pricing supplements to prominently indicate that the notes represent the obligations of the "issuing entity."
4. As a follow-up to the comment above, please revise the cover page of the base prospectus, each prospectus supplement and each of the pricing supplements to prominently indicate that the notes being offered are asset-backed securities in addition to being secured medium-term notes.

##### Summary, page S-3

5. Given your response to prior comment 5 of our letter dated December 15, 2005, it appears that the indenture trustee fits the definition of "Servicer" set forth under Item 1101(j) of Regulation AB. Please use the terminology set out in Regulation AB when referring to transaction parties and revise here and throughout the filing to identify Citibank as the servicer.

##### Redemption and Repayment, page S-8

6. Please advise us that you will appropriately caption "callable" securities in the Prospectus Supplement and Pricing Supplement and that you will discuss them in the base prospectus under the correct name if you intend to reserve the right to issue them.

7. Also, please include the word "callable" in the title of the securities, pursuant to Item 1113(f)(2) of Regulation AB, if optional redemption or termination is available.

Base Prospectus

Description of Notes, page 22

8. We reissue comment 13 of our letter dated December 15, 2005 in its entirety. As it appears from the disclosure in both your prospectus and pricing supplements that there is a specific group of indices that may be used to determine the interest rate on the notes, please expand the disclosure in your base prospectus to include this information or advise as to why such revision is not possible.

\* \* \* \* \*

As appropriate, please amend your registration statement in response to these comments. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We direct your attention to Rules 460 and 461 regarding requesting acceleration of a registration statement. Please allow adequate time after the filing of any amendment for further review before submitting a request for acceleration. Please provide this request at least two business days in advance of the requested effective date.

You may contact John Stickel at (202) 551-3324 or me at (202) 551-3454 if you have any questions.

Sincerely,

Sara D. Kalin  
Branch Chief-Legal

cc: Via Facsimile (312) 853-7036  
Perry J. Shwachman  
Sidley Austin Brown & Wood LLP  
10 South Dearborn Street  
Chicago, IL 60603

Principal Life Insurance Company  
January 18, 2006  
Page 1