UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q/A
(Amendment No. 1)

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2005

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 33-37587

Pruco Life Insurance Company

(Exact name of Registrant as specified in its charter)

Arizona	**22-1944557**
(State or other jurisdiction, incorporation or organization)	(IRS Employer Identification No.)

213 Washington Street, Newark, New Jersey 07102
(Address of principal executive offices) (Zip Code)

(973) 802-6000

(Registrant's Telephone Number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

As of August 12, 2005, 250,000 shares of the registrant's Common Stock (par value $10), were outstanding. As of such date, Prudential Insurance Company of America, a New Jersey Corporation, owned all of the registrant's Common Stock.

Pruco Life Insurance Company meets the conditions set forth in General Instruction (H)(1)(a) and (b) on Form 10-Q/A and is therefore filing this Form with the reduced disclosure format.

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EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A is being filed for the purpose of amending Items 1 and 4 of Part I of the Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 of Pruco Life Insurance Company to reflect the restatement of Pruco Life Insurance Company's Unaudited Interim Consolidated Statements of Cash Flows for the six months ended June 30, 2005 and 2004, as described in Footnote 1 to the Unaudited Interim Consolidated Financial Statements included in this Form 10-Q/A. All other Items of the original filing on Form 10-Q made on August 12, 2005, are unaffected by the changes to the Unaudited Interim Consolidated Statements of Cash Flows and such Items have not been included in this Amendment. Information in this Form 10-Q/A is generally stated as of June 30, 2005 and does not reflect any subsequent information or events other than the restatement of the Unaudited Interim Consolidated Statements of Cash Flows. More current information with respect to Pruco Life Insurance Company is contained within its Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, and other filings with the Securities and Exchange Commission.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Pruco Life Insurance Company and Subsidiaries

Interim Consolidated Statements of Financial Position
As of June 30, 2005 and December 31, 2004 (in thousands)

	June 30, 2005 (Unaudited)	December 31, 2004
ASSETS		
Fixed maturities available for sale,		
at fair value (amortized cost, 2005: $6,610,128; 2004: $6,114,020)	$ 6,794,402	$ 6,339,103
Policy loans	864,942	856,755
Short-term investments	93,692	122,061
Other long-term investments	115,100	28,258
Total investments	7,868,136	7,346,177
Cash and cash equivalents	319,862	743,533
Deferred policy acquisition costs	1,522,448	1,429,027
Accrued investment income	104,340	101,432
Reinsurance recoverable	856,440	765,045
Receivables from Parent and affiliates	33,778	50,339
Deferred sales inducements	123,990	112,643
Other assets	27,406	12,225
Separate account assets	17,520,082	17,326,555
TOTAL ASSETS	$ 28,376,482	$ 27,886,976
LIABILITIES AND STOCKHOLDER'S EQUITY		
Liabilities		
Policyholders' account balances	$ 6,032,926	$ 6,122,924
Future policy benefits and other policyholder liabilities	1,438,825	1,325,836
Cash collateral for loaned securities	310,150	410,718
Securities sold under agreement to repurchase	236,012	45,254
Income taxes payable	379,607	433,966
Short-term debt	213,000	—
Other liabilities	249,306	330,966
Separate account liabilities	17,520,082	17,326,555
Total liabilities	26,379,908	25,996,219
Contingencies (See Note 2)		
Stockholder's Equity		
Common stock, $10 par value; 1,000,000 shares, authorized; 250,000 shares, issued and outstanding	2,500	2,500
Additional paid-in capital	455,911	455,377
Deferred compensation	(1,349)	(1,173)
Retained earnings	1,450,908	1,359,526
Accumulated other comprehensive income	88,604	74,527
Total stockholder's equity	1,996,574	1,890,757
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	$ 28,376,482	$ 27,886,976

See Notes to Interim Consolidated Financial Statements

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Pruco Life Insurance Company and Subsidiaries

Interim Consolidated Statements of Operations and Comprehensive Income (Unaudited)
Three and Six Months Ended June 30, 2005 and 2004 (in thousands)

	Three months ended June 30,		Six months ended June 30,	
	2005	2004	2005	2004
REVENUES				
Premiums	$ 10,456	$ 28,789	$ 19,098	$ 56,614
Policy charges and fee income	144,747	158,208	290,300	314,043
Net investment income	97,530	92,896	198,878	185,380
Realized investment gains (losses), net	(2,335)	(5,583)	1,610	386
Asset management fees	4,096	3,788	8,032	7,615
Other income	4,100	2,096	6,711	4,084
Total revenues	258,594	280,194	524,629	568,122
BENEFITS AND EXPENSES				
Policyholders' benefits	38,113	73,518	75,739	141,563
Interest credited to policyholders' account balances	59,372	63,773	118,661	124,934
General, administrative and other expenses	105,301	121,969	225,973	240,775
Total benefits and expenses	202,786	259,260	420,373	507,272
Income from operations before income taxes and cumulative effect of change in accounting principle	55,808	20,934	104,256	60,850
Income tax expense	13,585	2,262	12,874	10,639
Net Income Before Cumulative Effect of Change in Accounting Principle	42,223	18,672	91,382	50,211
Cumulative effect of change in accounting principle, net of tax	—	—	—	(9,150)
NET INCOME	42,223	18,672	91,382	41,061
Change in net unrealized investment gains, shadow DAC and other shadow reserves, net of taxes	32,140	(79,140)	14,077	(64,450)
Cumulative effect of accounting change, net of taxes	—	—	—	4,030
Other comprehensive income (loss), net of tax	32,140	(79,140)	14,077	(60,420)
TOTAL COMPREHENSIVE INCOME (LOSS)	$ 74,363	$ (60,468)	$ 105,459	$ (19,359)

See Notes to Interim Consolidated Financial Statements (Unaudited)

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Pruco Life Insurance Company and Subsidiaries

Interim Consolidated Statement of Stockholder's Equity (Unaudited)
Six Months Ended June 30, 2005 (in thousands)

	Common stock	Additional paid-in capital	Deferred compensation	Retained earnings	Accumulated other comprehensive income (loss)	Total stockholder's equity
Balance, December 31, 2004	$ 2,500	$ 455,377	$ (1,173)	$ 1,359,526	$ 74,527	$ 1,890,757
Net income	—	—	—	91,382	—	91,382
Stock-based compensation programs	—	300	(176)	—	—	124
Contributed Capital	—	234	—	—	—	234
Change in net unrealized investment gains, shadow DAC and other shadow reserves, net of taxes	—	—	—	—	14,077	14,077
Balance, June 30, 2005	$ 2,500	$ 455,911	$ (1,349)	$ 1,450,908	$ 88,604	$ 1,996,574

See Notes to Interim Consolidated Financial Statements (Unaudited)

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Pruco Life Insurance Company and Subsidiaries

Interim Consolidated Statements of Cash Flows (Unaudited, Restated)
Six Months Ended June 30, 2005 and 2004 (in thousands)

	Six Months Ended June 30	
	2005	2004
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES:		
Net income	$ 91,382	$ 41,061
Adjustments to reconcile net income to net cash from (used in) operating activities:		
Policy charges and fee income	(54,299)	(40,874)
Interest credited to policyholders' account balances	102,358	112,007
Realized investment (gains) losses, net	(1,610)	(386)
Amortization and other non-cash items	3,432	27,027
Cumulative effect of accounting change, net of taxes	—	9,150
Change in:		
Future policy benefits and other policyholder liabilities	115,662	110,267
Reinsurance recoverable	(91,395)	(76,603)
Accrued investment income	(2,908)	(1,856)
Receivables from Parent and affiliates	16,561	4,114
Payable to Parent and affiliates	35,169	354
Deferred policy acquisition costs	(43,126)	(84,988)
Income taxes payable/receivable	(63,109)	96,252
Deferred sales inducements	(11,347)	(48,940)
Other, net	3,768	(10,531)
Cash Flows From Operating Activities	100,538	136,054
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES:		
Proceeds from the sale/maturity/prepayment of:		
Fixed maturities, available for sale	2,796,737	592,580
Policy loans	50,515	54,591
Commercial loans	383	148
Payments for the purchase of:		
Fixed maturities, available for sale	(3,466,865)	(765,100)
Policy loans	(39,832)	(38,740)
Commercial loans	(83,170)	—
Other long-term investments, net	(6,962)	1,852
Short-term investments, net	28,876	81,959
Cash Flows (Used In) Investing Activities	(720,318)	(72,710)
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:		
Policyholders' account deposits	1,040,442	1,153,065
Policyholders' account withdrawals	(1,146,960)	(1,144,377)
Proceeds from short-term debt issued	232,600	—
Repayments of short-term debt	(19,600)	—
Cash collateral for loaned securities, net	(100,568)	(73,740)
Securities sold under agreement to repurchase, net	190,758	8,685
Contributed capital	234	(8,837)
Net change in financing arrangements (maturities 90 days or less)	(797)	(2,186)
Cash Flows From (Used In) Financing Activities	196,109	(67,390)
Net decrease in cash and cash equivalents	(423,671)	(4,046)
Cash and cash equivalents, beginning of year	743,533	253,564
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 319,862	$ 249,518
SUPPLEMENTAL CASH FLOW INFORMATION		
Income taxes paid (received)	$ 77,248	$ (82,455)

See Notes to Interim Consolidated Financial Statements (Unaudited)

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Pruco Life Insurance Company and Subsidiaries

Notes to Interim Consolidated Financial Statements (Unaudited)

1. BASIS OF PRESENTATION

Restatement of Consolidated Statements of Cash Flows

The Consolidated Statements of Cash Flows for the six months ended June 30, 2005 and 2004 have been restated to reflect the following:

Changes in the net receivable/payable from unsettled investment purchases and sales, previously classified within "adjustments to reconcile net income to cash provided by operating activities," have been reclassified to cash flows (used in) investing activities, to the extent such balances pertained to investments classified as available for sale.

The net change in the policy loans receivable, previously reported in cash flows from operating activities, is now reported as a component of cash flows (used in) investing activities.

Changes in the presentation of bank overdrafts and various other items previously reported in cash flows from operating activities, are now reported as a component of cash flows from (used in) financing activities.

As a result of the restatements, previously reported cash flows from operating activities, cash flows (used in) investing activities and cash flows from (used in) financing activities were increased or reduced the six months ended June 30, 2005 and 2004 as follows:

Six Months Ended June 30,

Cash flows from operating activities:	2005	2004
As originally reported	$111,375	$144,128
Impact of restatements	(10,837)	(8,074)
Revised for restatements	$100,538	$136,054
Cash flows (used in) investing activities:		
As originally reported:	($717,936)	($78,749)
Impact of restatements	(2,382)	6,039
Revised for restatements	($720,318)	($72,710)
Cash flows from (used in) financing activities:		
As originally reported:	$182,890	($69,425)
Impact of restatements	13,219	2,035
Revised for restatements	$196,109	($67,390)

The restatements had no impact on the total change in cash and cash equivalents within the Consolidated Statements of Cash Flows or on the Consolidated Statements of Operations or Consolidated Statements of Financial Position.

Basis of Presentation

Pruco Life Insurance Company, or the "Company," is a wholly owned subsidiary of The Prudential Insurance Company of America, or "Prudential Insurance," which in turn is a wholly owned subsidiary of Prudential Financial, Inc., or "Prudential Financial."

The unaudited interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States, or "GAAP," on a basis consistent with reporting interim financial information in accordance with instructions to Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission. These interim financial statements are unaudited but reflect all adjustments that, in the opinion of management, are necessary to provide a fair presentation of the consolidated results of operations and financial condition of the Company for the interim periods presented. All such adjustments are of a normal recurring nature. The results of operations for any interim period are not necessarily indicative of results for a full year. Certain amounts in the Company's prior year consolidated financial statements have been reclassified to conform to the current year presentation.

Pruco Life Insurance Company and Subsidiaries

Notes to Interim Consolidated Financial Statements (Unaudited)

1. BASIS OF PRESENTATION (continued)

The Company has extensive transactions and relationships with Prudential Insurance and other affiliates. It is possible that the terms of these transactions are not the same as those that would result from transactions among wholly unrelated parties. These unaudited financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2004.

2. CONTINGENCIES AND LITIGATION

Contingencies

On an ongoing basis, our internal supervisory and control functions review the quality of our sales, marketing and other customer interface procedures and practices and may recommend modifications or enhancements. In certain cases, if appropriate, we may offer customers remediation and may incur charges, including the cost of remediation, administrative costs and regulatory fines.

It is possible that the results of operations or the cash flow of the Company in a particular quarterly or annual period could be materially affected as a result of payments in connection with the matters discussed above, depending, in part, upon the results of operations or cash flow for that period. Management believes, however, that the ultimate payments in connection with currently pending matters should not have a material adverse effect on the Company’s financial position.

Litigation and Regulatory Matters

The Company is subject to legal and regulatory actions in the ordinary course of its operations, including class actions. Pending legal and regulatory actions include proceedings relating to aspects of the businesses and operations that are specific to the Company and that are typical of the businesses in which the Company operates. Class action and individual lawsuits involve a variety of issues and/or allegations, which include sales practices, underwriting practices, claims payments and procedures, premium charges, policy servicing and breach of fiduciary duties to customers. The Company is also subject to litigation arising out of its general business activities, such as its investments and third party contracts. In certain of these matters, the plaintiffs are seeking large and/or indeterminate amounts, including punitive or exemplary damages.

The Company has received formal requests for information relating to its variable annuity business and unregistered separate accounts from regulators, including, among others, the Securities and Exchange Commission and the State of New York Attorney General’s Office. The Company is cooperating with all such inquiries.

Prudential Financial and its subsidiaries currently use reinsurance primarily to transfer mortality risk, to acquire or dispose of blocks of business and to manage capital more effectively. Given the recent publicity surrounding certain reinsurance transactions involving other companies in the insurance industry, Prudential Financial voluntarily commenced a review of the accounting for the reinsurance arrangements of Prudential Financial and its subsidiaries to confirm that it complied with applicable accounting rules. This review includes an inventory and examination of current and past arrangements. This review is ongoing and not yet complete. Subsequent to commencing this voluntary review, Prudential Financial and certain subsidiaries received formal requests for information from the Connecticut Attorney General, the Connecticut Insurance Department and the Securities and Exchange Commission requesting information regarding their participation in certain reinsurance transactions. Prudential Financial believes that a number of other insurance industry participants have also received similar requests. It is possible that Prudential Financial and its subsidiaries may receive additional requests from regulators relating to reinsurance arrangements. Prudential Financial and its subsidiaries intend to cooperate fully with all such requests.

The Company’s litigation and regulatory matters are subject to many uncertainties, and given their complexity and scope, the outcomes cannot be predicted. It is possible that the results of operations or the cash flow of the Company in a particular quarterly or annual period could be materially affected by an ultimate unfavorable resolution of pending litigation and regulatory matters. Management believes, however, that the ultimate outcome of all pending litigation and regulatory matters should not have a material adverse effect on the Company’s financial position.

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Adoption of Statement of Position 03-1
In July 2003, the Accounting Standards Executive Committee, or "AcSEC," of the American Institute of Certified Public Accountants, or "AICPA," issued Statement of Position, or "SOP," 03-1, "Accounting and Reporting by Insurance Enterprises for Certain Nontraditional Long-Duration Contracts and for Separate Accounts". AcSEC issued the SOP to address the need for interpretive guidance to be developed in three areas: separate account presentation and valuation; the accounting recognition given sales inducements (bonus interest, bonus credits, persistency bonuses); and the classification and valuation of certain long-duration contract liabilities.

The Company adopted the SOP effective January 1, 2004. The effect of initially adopting SOP 03-1 was a net of tax charge of $9.2 million, reported as a cumulative effect of accounting change in the results of operations for the six months ended June 30, 2004. This charge primarily reflected the net impact of converting certain individual market value adjusted annuity contracts from separate account accounting treatment to general account accounting treatment and the effect of establishing reserves for guaranteed minimum death benefit, or "GMDB," provisions of the Company's variable annuity contracts. In addition, the Company recorded an increase in other comprehensive income of $4.0 million, after tax, related to recording the cumulative unrealized investment gains, net of shadow deferred acquisition costs, or "DAC," on fixed maturities reclassified from the separate account to the general account as of January 1, 2004. Upon adoption of this SOP, reclassifications within the statement of financial position included increases in fixed maturities of $403 million and policyholders' account balances of $387 million related to the reclassifications of annuity contracts from the separate account to the general account. This activity also included the establishment of the GMDB reserves of approximately $45 million and the increase in DAC of $23 million. Other balance sheet accounts that were affected include other long-term investments and deferred taxes payable.

In June 2004, the FASB issued FASB Staff Position, or "FSP," 97-1, "Situations in Which Paragraphs 17(b) and 20 of FASB Statement No. 97, Accounting and Reporting by Insurance Enterprises for Certain Long-Duration Contracts and for Realized Gains and Losses from the Sale of Investments, Permit or Require an Accrual of an Unearned Revenue Liability." FSP 97-1 clarifies the accounting for unearned revenue liabilities of certain universal-life contracts under SOP 03-1. The Company's adoption of FSP 97-1 on July 1, 2004 did not change the accounting for unearned revenue liabilities and therefore had no impact on the Company's results of operations.

Stock Options
In December 2004, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 123(R), "Share-Based Payment," that replaces FASB Statement No. 123, "Accounting for Stock-Based Compensation." SFAS No. 123(R) requires all entities to apply the fair value based measurement method in accounting for share-based payment transactions with employees, except for equity instruments held by employee share ownership plans. Under this method, compensation costs of awards to employees, such as stock options, are measured at fair value and expensed over the period during which an employee is required to provide service in exchange for the award (the vesting period). The Company had previously adopted the fair value recognition provision of the original SFAS No. 123, prospectively for all new stock options issued to employees on or after January 1, 2003. As issued, SFAS No. 123(R), is effective for interim and annual periods beginning after June 15, 2005. However, the SEC recently deferred the effective date and as a result the Company will adopt SFAS No. 123(R) on January 1, 2006. By that date, there will be no unvested stock options issued prior to January 1, 2003.

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4. RELATED PARTY TRANSACTIONS

Corporate Owned Life Insurance
Prudential Insurance owns Corporate Owned Life Insurance Policies issued by the Company. The cash surrender value, which approximates the contract value of these policies, included in separate account liabilities was $1.1 billion as of June 30, 2005 and December 31, 2004. Fees related to the COLI policies in the three months ended June 30, 2005 and June 30, 2004 were $4 million and $3 million, respectively. Fees related to the COLI policies in the six months ended June 30, 2005 and June 30, 2004 were $8 million and $7 million, respectively.

Purchase of fixed maturities from an affiliate
In 2004, the Company purchased certain fixed maturities from Prudential Insurance for $110 million, the fair market value plus accrued interest at the acquisition date, but reflected the investments at the historical amortized cost of $99 million. The Company also sold $31 million of fixed maturities securities, recorded at an amortized cost of $29 million, to Prudential Arizona Reinsurance Captive Company, or "PARCC." The difference between the historical amortized cost and the fair value, net of taxes, was reflected as a reduction to additional paid-in capital. The fixed maturity investments are categorized in the Company's consolidated statements of financial position as available for sale fixed maturities, and are therefore carried at fair value, with the difference between amortized cost and fair value reflected in accumulated other comprehensive income. Gains and losses will be realized upon disposition of the investment to an entity not under common control.

Reinsurance with Affiliates
During the third quarter of 2004, the Company entered into an agreement to reinsure its term life insurance policies, known as Term Elite and Term Essential, or "Term," with PARCC, an affiliated company. The Company reinsured with PARCC 90 percent of the risks under such policies through a coinsurance agreement. The Company is not relieved of its primary obligation to the policyholder as a result of these reinsurance transactions.

Concurrently with implementing the new Agreement, the Company recaptured the term reinsurance previously reinsured under a coinsurance treaty with an affiliated offshore captive company, Pruco Reinsurance, Ltd. The agreement had covered all term policies written on or after October 1, 2002. As a result of this recapture, the Company recognized a net gain of $1.2 million.

The coinsurance agreement with PARCC replaced yearly renewable term agreements with external reinsurers that were previously in effect with respect to this block of business. Similar yearly renewable term agreements on this block of business have been placed with external reinsurers, through affiliated companies. There was no net cost associated with the initial transaction and initial transactions were accounted for in accordance with SFAS No. 113, "Accounting and Reporting for Reinsurance of Short-Duration and Long-Duration Contracts." Reinsurance recoverable related to this agreement was $298 million as of June 30, 2005.

In December 2004, the Company recaptured the excess of loss reinsurance agreement with Prudential Insurance and replaced it with a revised agreement to reinsure all risks not otherwise reinsured. Reinsurance recoverable related to this agreement was $45 million as of June 30, 2005. The Company is not relieved of its primary obligation to the policyholder as a result of these transactions.

Debt Agreements
The Company had a revolving line of credit facility of up to $800 million with Prudential Funding, LLC, a wholly owned subsidiary of Prudential Insurance. This credit facility was revised in July 2005 to increase the total credit line to $1.2 billion, of which, the amount of borrowings cannot exceed $600 million. As of June 30, 2005 and December 31, 2004, there was $546 million and $456 million, respectively, of asset-based financing. There was $213 million of debt outstanding to Prudential Funding, LLC as of June 30, 2005 and none at December 31, 2004.

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Item 4. Controls and Procedures

In order to ensure that the information we must disclose in our filings with the Securities and Exchange Commission is recorded, processed, summarized, and reported on a timely basis, the Company's management, including our Chief Executive Officer and Chief Financial Officer, previously reviewed and evaluated the effectiveness of our disclosure controls and procedures, as defined in Exchange Act Rule 13a-15(e), as of June 30, 2005. Based on such evaluation, the Chief Executive Officer and Chief Financial Officer previously concluded that, as of June 30, 2005, our disclosure controls and procedures were effective in timely alerting them to material information relating to us required to be included in our periodic SEC filings. No change in our internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f), occurred during the quarter ended June 30, 2005, that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. These conclusions are not affected by the misclassifications in the Company's Consolidated Statements of Cash Flows discussed in the following paragraph, which were identified subsequent to the filing of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.

As reported in a Current Report on Form 8-K filed by the Company on February 7, 2006, management of the Company concluded that certain amounts were incorrectly classified in the Company's audited Consolidated Statements of Cash Flows for the years ended December 31, 2004, 2003 and 2002 included in the Company's 2004 Annual Report on Form 10-K (the "2004 Form 10-K") and in the Company's unaudited Consolidated Statements of Cash Flows for the periods ended March 31 and June 30, 2005 and 2004 included in the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31 and June 30, 2005 (the "2005 Forms 10-Q"). In connection with the preparation of the Company's Consolidated financial statements for the year ended December 31, 2005, management of the Company concluded on February 1, 2006 that the Company should file a Form 10-K/A and Forms 10-Q/A, including this Form 10-Q/A, restating the Consolidated Statements of Cash Flows included in the 2004 Form 10-K and in the 2005 Forms 10-Q. The restatements are limited in scope, relating principally to the classification of data collected and not to the collection of data or to the numerical accuracy of data collected. The Company has implemented enhancements to its internal control over financial reporting, primarily with respect to the periodic analysis and review of statements of cash flows, designed to provide reasonable assurance that errors of this type in the Company's Consolidated Statements of Cash Flows will not recur.

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PART II

OTHER INFORMATION

Item 6. Exhibits

31.1 Section 302 Certification of the Chief Executive Officer.

31.2 Section 302 Certification of the Chief Financial Officer.

32.1 Section 906 Certification of the Chief Executive Officer.

32.2 Section 906 Certification of the Chief Financial Officer.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Pruco Life Insurance Company

By: /s/ John Chieffo
John Chieffo
(Authorized Signatory and Principal Accounting and Financial Officer)

Date: February 9, 2006

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Exhibit Index

Exhibit Number and Description

31.1	Section 302 Certification of the Chief Executive Officer.
31.2	Section 302 Certification of the Chief Financial Officer.
32.1	Section 906 Certification of the Chief Executive Officer.
32.2	Section 906 Certification of the Chief Financial Officer.

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Exhibit 31.1

CERTIFICATIONS

I, Bernard J. Jacob, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of Pruco Life Insurance Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 9, 2006

/s/ Bernard J. Jacob
Bernard J. Jacob
Chief Executive Officer

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Exhibit 31.2

CERTIFICATIONS

I, John Chieffo, certify that**:**

1. I have reviewed this Quarterly Report on Form 10-Q/A of Pruco Life Insurance Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrants internal control over financial reporting.

Date: February 9, 2006

/s/ John Chieffo
John Chieffo
Chief Financial Officer

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Exhibit 32.1

CERTIFICATIONS

Pursuant to 18 U.S.C. § 1350, I, Bernard J. Jacob, Chief Executive Officer of Pruco Life Insurance Company (the "Company"), hereby certify that the Company's Quarterly Report on Form 10-Q/A for the Quarter Ended June 30, 2005 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 9, 2006

/s/ Bernard J. Jacob
Bernard J. Jacob
Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.

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Exhibit 32.2

CERTIFICATIONS

Pursuant to 18 U.S.C. § 1350, I, John Chieffo, Chief Financial Officer of Pruco Life Insurance Company (the "Company"), hereby certify that the Company's Quarterly Report on Form 10-Q/A for the Quarter Ended June 30, 2005 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 9, 2006

/s/ John Chieffo
John Chieffo
Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.