

GREAT-WEST  
LIFECO INC.

RECEIVED

2004 DEC -3 A 11:10

December 1, 2004  
OFFICE OF INTERNATIONAL  
CORPORATE FINANCE



04046804

Securities and Exchange Commission  
Division of Corporation Finance  
Office of International Corporate Finance  
450 Fifth Street, N.W.  
Washington D.C. 20549

BY COURIER

Dear Sirs:

**RE: Great-West Lifeco Inc. (the "Corporation")  
Exemption Number 82-34728**

SUPPL

Pursuant to Rule 12g3-2(b) exemption of the Corporation in the United States, attached please find copies of the Reports filed for shares purchased and cancelled under the Corporation's continuing Normal Course Issuer Bid dated:

- November 10, 2004 (purchase and cancellation).
- November 18, 2004 (purchase and cancellation).
- November 26, 2004 (purchase and cancellation).
- December 1, 2004 (purchase and cancellation).

Please contact me directly at (204) 946-8795 if you have any questions.

PROCESSED  
DEC 22 2004  
THOMSON  
FINANCIAL

Sincerely,

Connie Neilson  
Corporate Secretarial Specialist

Encls.

**2004-11-10, 17:19:29, EST****Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

|   |   |          |                 |
|---|---|----------|-----------------|
| Security designation                      | Common Shares   |          |                 |
| Opening balance of securities held        | 40000   |          |                 |
| Filing date                               | 2004-11-10  |          |                 |
| Date of transaction                       | 2004-11-05  |          |                 |
| Nature of transaction                     | 38 - Redemption, retraction, cancellation, repurchase |          |                 |
| Number or value of securities disposed of | 40000   |          |                 |
| Unit price or exercise price              |   | Currency | Canadian Dollar |
| Closing balance of securities held        | 0   |          |                 |

**General remarks** *(if necessary to describe the transaction)*

Purchase for cancellation by way of Normal Course Issuer Bid.

**Private remarks to securities regulatory authorities**[Next](#)

**2004-11-10, 17:17:34, EST****Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

|  |   |          |                 |
|--|---|----------|-----------------|
| Security designation                   | Common Shares   |          |                 |
| Opening balance of securities held     | 0   |          |                 |
| Filing date                            | 2004-11-10  |          |                 |
| Date of transaction                    | 2004-11-05  |          |                 |
| Nature of transaction                  | 38 - Redemption, retraction, cancellation, repurchase |          |                 |
| Number or value of securities acquired | 40000   |          |                 |
| Unit price or exercise price           | 25.9627   | Currency | Canadian Dollar |
| Closing balance of securities held     | 40000   |          |                 |

**General remarks** *(if necessary to describe the transaction)*

Purchase for cancellation by way of Normal Course Issuer Bid.

**Private remarks to securities regulatory authorities**[Next](#)

**2004-11-18, 09:43:05, EST****Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

|   |   |          |                 |
|---|---|----------|-----------------|
| Security designation                      | Common Shares   |          |                 |
| Opening balance of securities held        | 40000   |          |                 |
| Filing date                               | 2004-11-18  |          |                 |
| Date of transaction                       | 2004-11-12  |          |                 |
| Nature of transaction                     | 38 - Redemption, retraction, cancellation, repurchase |          |                 |
| Number or value of securities disposed of | 40000   |          |                 |
| Unit price or exercise price              |   | Currency | Canadian Dollar |
| Closing balance of securities held        | 0   |          |                 |

General remarks *(if necessary to describe the transaction)*

Purchase for cancellation by way of Normal Course Issuer Bid.

Private remarks to securities regulatory authorities

**Next**

**2004-11-18, 09:39:56, EST****Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

|  |   |          |                 |
|--|---|----------|-----------------|
| Security designation                   | Common Shares   |          |                 |
| Opening balance of securities held     | 0   |          |                 |
| Filing date                            | 2004-11-18  |          |                 |
| Date of transaction                    | 2004-11-12  |          |                 |
| Nature of transaction                  | 38 - Redemption, retraction, cancellation, repurchase |          |                 |
| Number or value of securities acquired | 40000   |          |                 |
| Unit price or exercise price           | 26.3708   | Currency | Canadian Dollar |
| Closing balance of securities held     | 40000   |          |                 |

**General remarks** *(if necessary to describe the transaction)*

Purchase for cancellation by way of Normal Course Issuer Bid.

**Private remarks to securities regulatory authorities****Next**

**2004-11-26, 14:17:16, EST**

|   |   |                             |
|---|---|-----------------------------|
| <b>Insider:</b> Great-West Life           | <b>Issuer:</b> Great-West Life                        | <b>Security:</b> Common Sha |
| Security designation                      | Common Shares   |                             |
| Opening balance of securities held        | 39800   |                             |
| Filing date                               | 2004-11-26  |                             |
| Date of transaction                       | 2004-11-19  |                             |
| Nature of transaction                     | 38 - Redemption, retraction, cancellation, repurchase |                             |
| Number or value of securities disposed of | 39800   |                             |
| Unit price or exercise price              |   | Currency Canadian Dollar    |
| Closing balance of securities held        | 0   |                             |

General remarks *(if necessary to describe the transaction)*

Purchase for cancellation by way of Normal Course Issuer Bid.

Private remarks to securities regulatory authorities

Next

**2004-11-26, 14:15:13, EST****Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

|  |   |          |                 |
|--|---|----------|-----------------|
| Security designation                   | Common Shares   |          |                 |
| Opening balance of securities held     | 0   |          |                 |
| Filing date                            | 2004-11-26  |          |                 |
| Date of transaction                    | 2004-11-19  |          |                 |
| Nature of transaction                  | 38 - Redemption, retraction, cancellation, repurchase |          |                 |
| Number or value of securities acquired | 39800   |          |                 |
| Unit price or exercise price           | 26.1819   | Currency | Canadian Dollar |
| Closing balance of securities held     | 39800   |          |                 |

**General remarks** *(if necessary to describe the transaction)*

Purchase for cancellation by way of Normal Course Issuer Bid.

**Private remarks to securities regulatory authorities**[Next](#)

**2004-12-01, 15:23:55, EST****Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

|  |   |          |                 |
|--|---|----------|-----------------|
| Security designation                   | Common Shares   |          |                 |
| Opening balance of securities held     | 0   |          |                 |
| Filing date                            | 2004-12-01  |          |                 |
| Date of transaction                    | 2004-11-26  |          |                 |
| Nature of transaction                  | 38 - Redemption, retraction, cancellation, repurchase |          |                 |
| Number or value of securities acquired | 40000   |          |                 |
| Unit price or exercise price           | 26.2316   | Currency | Canadian Dollar |
| Closing balance of securities held     | 40000   |          |                 |

**General remarks** *(if necessary to describe the transaction)*

Purchase for cancellation by way of Normal Course Issuer Bid.

**Private remarks to securities regulatory authorities**[Next](#)

2004-12-01, 15:25:55, EST

**Insider:** Great-West Life

**Issuer:** Great-West Life

**Security:** Common Sha

|   |   |          |                 |
|---|---|----------|-----------------|
| Security designation                      | Common Shares   |          |                 |
| Opening balance of securities held        | 40000   |          |                 |
| Filing date                               | 2004-12-01  |          |                 |
| Date of transaction                       | 2004-11-26  |          |                 |
| Nature of transaction                     | 38 - Redemption, retraction, cancellation, repurchase |          |                 |
| Number or value of securities disposed of | 40000   |          |                 |
| Unit price or exercise price              |   | Currency | Canadian Dollar |
| Closing balance of securities held        | 0   |          |                 |

General remarks *(if necessary to describe the transaction)*

Shares purchased for cancellation by way of Normal course Issuer Bid.

Private remarks to securities regulatory authorities

Next

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December 1, 2004 FINANCE

Securities and Exchange Commission  
Division of Corporation Finance  
Office of International Corporate Finance  
450 Fifth Street, N.W.  
Washington D.C. 20549

BY COURIER

Dear Sirs:

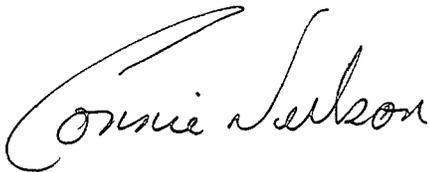
**RE: Great-West Lifeco Inc. (the "Corporation")  
Exemption Number 82-34728**

Pursuant to Rule 12g3-2(b) exemption of the Corporation in the United States, attached please find copies of the following document:

- Press Release dated November 24, 2004 announcing a "Further Normal Course Issuer Bid" has been approved by the Toronto Stock Exchange.

Please contact me directly at (204) 946-8795 if you have any questions.

Sincerely,



Connie Neilson  
Corporate Secretarial Specialist  
Phone (204) 946-8795  
Fax: (204) 946-4139

Encls.

100 Osborne Street North  
Winnipeg, Canada R3C 3A5 204-946-1190

A member of the Power Financial Corporation group of companies.

**GREAT-WEST  
LIFECO INC.****RELEASE**

TSX:GWO

**Great-West Lifeco Inc. announces  
Further Normal Course Issuer Bid**

Winnipeg, November 24, 2004 ... Great-West Lifeco Inc. announced today that a further normal course issuer bid has been accepted by The Toronto Stock Exchange. The bid will commence on December 1, 2004 and will terminate on November 30, 2005.

The Corporation intends to purchase for cancellation, during the course of the bid, up to but not more than 6,000,000 common shares of the Corporation, representing 0.67% of its 890,707,848 common shares outstanding as of November 24, 2004. Any common shares purchased by the Corporation under the bid will be cancelled.

Purchases will be made through the facilities of The Toronto Stock Exchange at prevailing market prices.

The Corporation utilizes the normal course issuer bid program to acquire common shares to mitigate the dilutive effect of stock options issued under the Corporation's Stock Option Plan.

During the past 12 months, the Corporation purchased 5,931,600 common shares pursuant to its previous normal course issuer bids, at an average price of \$24.22 per share.

Great-West Lifeco Inc. is a member of the Power Financial Corporation group of companies.

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***For more information contact:***

Marlene Klassen, APR, FLMI  
Director, Media & Public Relations  
(204) 946-7705

**100 Osborne Street North, Winnipeg, MB Canada R3C 3A5**

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