

GREAT-WEST
LIFECO INC.

July 7, 2006



06015011

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:

SUPPL

**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 June 26, 2006 announcing an agreement to acquire 401(k) and defined benefit business.

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.

PROCESSED

JUL 13 2006

3 THOMSON
FINANCIAL



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

Readers are referred to the disclaimer regarding Forward-Looking Information at the end of this Release.

Great-West Lifeco's U.S. subsidiary announces agreement to acquire 401(k) and defined benefit business

*Transaction will add approximately 300,000 participants
and USD \$7.5 billion in plan assets*

Winnipeg, June 26, 2006 . . . Great-West Lifeco Inc. today announced that its U.S. subsidiary, Great-West Life & Annuity Insurance Company, has reached an agreement to acquire from Metropolitan Life Insurance Company and its affiliates, several parts of their full service-bundled, small and midsize 401(k) as well as some defined benefit plan business. The acquisition also includes the associated dedicated distribution group, including wholesalers, relationship managers and sales associates. The acquisition nearly doubles both Great-West Life & Annuity's participants in the 401(k) full service segment, and its distribution capacity.

The agreement includes nearly 2,600 plans, representing approximately 300,000 participants and \$7.5 billion USD in retirement plan assets. The transaction is scheduled to close in the fourth quarter of 2006, subject to regulatory approval in the U.S. Lifeco expects the transaction will be accretive to earnings in 2007 and subsequent years.

"This acquisition advances our strategy to position Great-West Life & Annuity as a top provider of retirement plans and services in the U.S.," said Raymond L. McFeetors, President and Chief Executive Officer of Lifeco. "It gives us a significantly broader presence in our target market, the midsize 401(k) segment, where we've already established ourselves as an innovative and growing player."

In addition to its full-service 401(k) business, Great-West Life & Annuity provides a range of retirement products and services to the corporate, government, healthcare, and education markets and to institutional clients. Great-West Life & Annuity, which offers products and services for 401(k), 401(a), 403(b) and 457 retirement plans will, following the transaction, provide these services to more than 20,100 plans representing more than 3.2 million participants with in excess of \$94.1 billion USD in assets.

Products and services are provided by Great-West Life & Annuity Insurance Company, FASCore LLC, and First Great-West Life & Annuity Insurance Company and their subsidiaries and affiliates. Insurance products and related services are sold in New York State by First Great-West Life & Annuity Insurance Company of White Plains, New York.

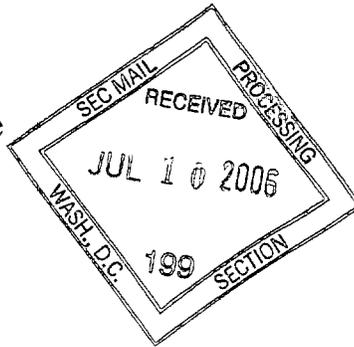
100 Osborne Street North, Winnipeg, MB Canada R3C 3A5

A member of the Power Financial Corporation group of companies.

GREAT-WEST
LIFECO INC.

July 7, 2006

Securities and Exchange Commission
Division of Corporation Finance
Office of International Corporate Finance
450 Fifth Street, N.W.
Washington, DC
USA 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 Reports filed for shares purchased and cancelled under the Corporation's continuing Normal Course Issuer Bid dated:

- May 5, 2006 (common shares).
- May 12, 2006 (common shares).
- May 16, 2006 (common shares).
- May 16, 2006 (Preferred Shares Series E – two transactions).
- May 19, 2006 (common shares).
- May 26, 2006 (common shares).
- May 30, 2006 (Preferred Shares Series E).
- June 2, 2006 (common shares).
- June 9, 2006 (common shares).
- June 21, 2006 (common shares).
- June 28, 2006 (common shares).
- June 30, 2006 (common shares)

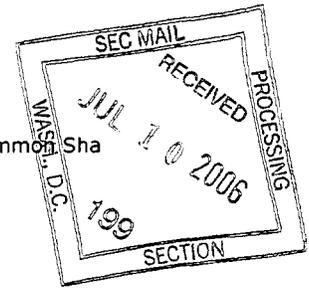
Please contact me directly at (204) 926-5364 if you have any questions.

Sincerely,

Bronya Rae-Pemberton
Associate Manager
Corporate Secretary's Office
Encls.

100 Osborne Street North
Winnipeg, Canada R3C 3A5 204-946-1190
A member of the Power Financial Corporation group of companies.

2006-05-15, 13:18:48, EDT



| | | |
|---|---|-----------------------------|
| Insider: Great-West Life | Issuer: Great-West Life | Security: Common Sha |
| Security designation | Common Shares | |
| Opening balance of securities held | 40000 | |
| Filing date | 2006-05-15 | |
| Date of transaction | 2006-05-05 | |
| 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)*

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

Private remarks to securities regulatory authorities

Next

2006-05-15, 13:16:00, EDT**Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

| | | | |
|--|---|----------|-----------------|
| Security designation | Common Shares | | |
| Opening balance of securities held | 0 | | |
| Filing date | 2006-05-15 | | |
| Date of transaction | 2006-05-05 | | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | | |
| Number or value of securities acquired | 40000 | | |
| Unit price or exercise price | 29.1217 | Currency | Canadian Dollar |
| Closing balance of securities held | 40000 | | |

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

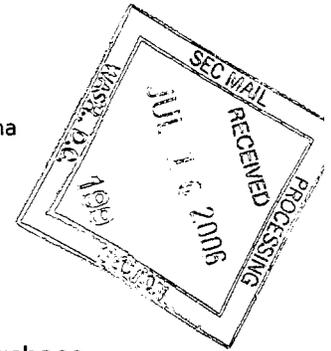
Shares purchased for cancellation by way of Normal Course Issuer Bid.

Private remarks to securities regulatory authorities

Next

2006-05-24, 17:22:37, EDT

| | | |
|---|---|-----------------------------|
| Insider: Great-West Life | Issuer: Great-West Life | Security: Common Sha |
| Security designation | Common Shares | |
| Opening balance of securities held | 40000 | |
| Filing date | 2006-05-24 | |
| Date of transaction | 2006-05-12 | |
| 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)*

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

Private remarks to securities regulatory authorities

Next

2006-05-24, 17:21:38, EDT**Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

| | | | |
|--|---|----------|-----------------|
| Security designation | Common Shares | | |
| Opening balance of securities held | 0 | | |
| Filing date | 2006-05-24 | | |
| Date of transaction | 2006-05-12 | | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | | |
| Number or value of securities acquired | 40000 | | |
| Unit price or exercise price | 28.5393 | Currency | Canadian Dollar |
| Closing balance of securities held | 40000 | | |

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](#)

2006-06-07, 16:05:13, EDT

Insider: Great-West Life

Issuer: Great-West Life

Security: Convertibl Series

Security designation

Convertible Preferred Shares Series E

Opening balance of securities held 280000

Filing date 2006-06-07

Date of transaction 2006-05-16

Nature of transaction 38 - Redemption, retraction, cancellation, repurchase

Number or value of securities disposed of 280000

Unit price or exercise price Currency Canadian Dollar

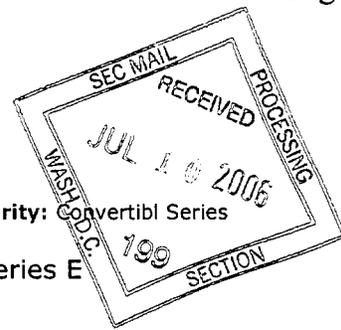
Closing balance of securities held 0

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



2006-06-07, 16:03:48, EDT**Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Convertibl Series

| | | | |
|--|---|----------|-----------------|
| Security designation | Convertible Preferred Shares Series E | | |
| Opening balance of securities held | 0 | | |
| Filing date | 2006-06-07 | | |
| Date of transaction | 2006-05-16 | | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | | |
| Number or value of securities acquired | 280000 | | |
| Unit price or exercise price | 27.4000 | Currency | Canadian Dollar |
| Closing balance of securities held | 280000 | | |

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

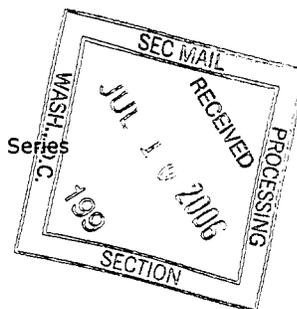
Shares purchased for cancellation by way of Normal Course Issuer Bid.

Private remarks to securities regulatory authorities

Next

2006-06-07, 16:07:13, EDT

| | | |
|---|---|--------------------------------------|
| Insider: Great-West Life | Issuer: Great-West Life | Security: Convertibl Series E |
| Security designation | Convertible Preferred Shares Series E | |
| Opening balance of securities held | 100000 | |
| Filing date | 2006-06-07 | |
| Date of transaction | 2006-05-16 | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | |
| Number or value of securities disposed of | 100000 | |
| 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

2006-06-07, 16:06:12, EDT**Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Convertibl Series

| | | | |
|--|---|----------|-----------------|
| Security designation | Convertible Preferred Shares Series E | | |
| Opening balance of securities held | 0 | | |
| Filing date | 2006-06-07 | | |
| Date of transaction | 2006-05-16 | | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | | |
| Number or value of securities acquired | 100000 | | |
| Unit price or exercise price | 27.4000 | Currency | Canadian Dollar |
| Closing balance of securities held | 100000 | | |

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

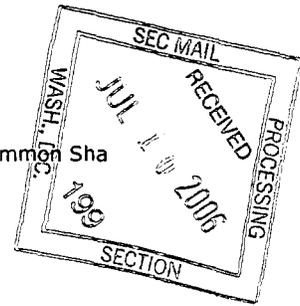
Shares purchased for cancellation by way of Normal Course Issuer Bid.

Private remarks to securities regulatory authorities

[Next](#)

2006-05-31, 17:33:41, EDT

| | | |
|---|---|-----------------------------|
| Insider: Great-West Life | Issuer: Great-West Life | Security: Common Sha |
| Security designation | Common Shares | |
| Opening balance of securities held | 40000 | |
| Filing date | 2006-05-31 | |
| Date of transaction | 2006-05-19 | |
| 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

2006-05-31, 17:32:34, EDT**Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

| | | | |
|--|---|----------|-----------------|
| Security designation | Common Shares | | |
| Opening balance of securities held | 0 | | |
| Filing date | 2006-05-31 | | |
| Date of transaction | 2006-05-19 | | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | | |
| Number or value of securities acquired | 40000 | | |
| Unit price or exercise price | 28.0760 | Currency | Canadian Dollar |
| Closing balance of securities held | 40000 | | |

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](#)

2006-06-02, 17:36:08, EDT

Insider: Great-West Life

Issuer: Great-West Life

Security: Common Sha

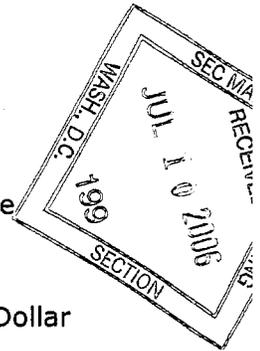
| | | | |
|---|---|----------|-----------------|
| Security designation | Common Shares | | |
| Opening balance of securities held | 32000 | | |
| Filing date | 2006-06-02 | | |
| Date of transaction | 2006-05-26 | | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | | |
| Number or value of securities disposed of | 32000 | | |
| 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



2006-06-02, 17:35:17, EDT**Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

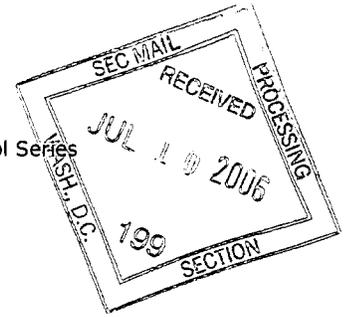
| | | | |
|--|---|----------|-----------------|
| Security designation | Common Shares | | |
| Opening balance of securities held | 0 | | |
| Filing date | 2006-06-02 | | |
| Date of transaction | 2006-05-26 | | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | | |
| Number or value of securities acquired | 32000 | | |
| Unit price or exercise price | 28.2994 | Currency | Canadian Dollar |
| Closing balance of securities held | 32000 | | |

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](#)

2006-06-07, 17:00:17, EDT



| | | |
|---|---|------------------------------------|
| Insider: Great-West Life | Issuer: Great-West Life | Security: Convertibl Series |
| Security designation | Convertible Preferred Shares Series E | |
| Opening balance of securities held | 97000 | |
| Filing date | 2006-06-07 | |
| Date of transaction | 2006-05-30 | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | |
| Number or value of securities disposed of | 97000 | |
| 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

2006-06-07, 16:59:20, EDT**Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Convertibl Series

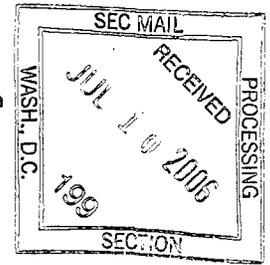
| | | | |
|--|---|----------|-----------------|
| Security designation | Convertible Preferred Shares Series E | | |
| Opening balance of securities held | 0 | | |
| Filing date | 2006-06-07 | | |
| Date of transaction | 2006-05-30 | | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | | |
| Number or value of securities acquired | 97000 | | |
| Unit price or exercise price | 27.4000 | Currency | Canadian Dollar |
| Closing balance of securities held | 97000 | | |

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](#)

2006-06-12, 10:33:07, EDT



Insider: Great-West Life

Issuer: Great-West Life

Security: Common Sha

| | | | |
|---|---|----------|-----------------|
| Security designation | Common Shares | | |
| Opening balance of securities held | 40000 | | |
| Filing date | 2006-06-12 | | |
| Date of transaction | 2006-06-02 | | |
| 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

2006-06-12, 10:32:07, EDT**Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

| | | | |
|--|---|----------|-----------------|
| Security designation | Common Shares | | |
| Opening balance of securities held | 0 | | |
| Filing date | 2006-06-12 | | |
| Date of transaction | 2006-06-02 | | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | | |
| Number or value of securities acquired | 40000 | | |
| Unit price or exercise price | 28.1264 | Currency | Canadian Dollar |
| Closing balance of securities held | 40000 | | |

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

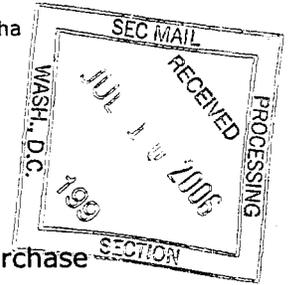
[Next](#)

2006-06-16, 14:09:12, EDT

Insider: Great-West Life

Issuer: Great-West Life

Security: Common Sha



| | | | |
|---|---|----------|-----------------|
| Security designation | Common Shares | | |
| Opening balance of securities held | 39900 | | |
| Filing date | 2006-06-16 | | |
| Date of transaction | 2006-06-09 | | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | | |
| Number or value of securities disposed of | 39900 | | |
| 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

2006-06-16, 14:08:15, EDT**Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

| | | | |
|--|---|----------|-----------------|
| Security designation | Common Shares | | |
| Opening balance of securities held | 0 | | |
| Filing date | 2006-06-16 | | |
| Date of transaction | 2006-06-09 | | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | | |
| Number or value of securities acquired | 39900 | | |
| Unit price or exercise price | 28.0253 | Currency | Canadian Dollar |
| Closing balance of securities held | 39900 | | |

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](#)

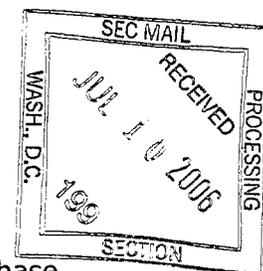
2006-06-30, 16:44:22, EDT

Insider: Great-West Life

Issuer: Great-West Life

Security: Common Sha

| | | | |
|---|---|----------|-----------------|
| Security designation | Common Shares | | |
| Opening balance of securities held | 40000 | | |
| Filing date | 2006-06-30 | | |
| Date of transaction | 2006-06-21 | | |
| 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

2006-06-30, 16:43:21, EDT**Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

| | | | |
|--|---|----------|-----------------|
| Security designation | Common Shares | | |
| Opening balance of securities held | 0 | | |
| Filing date | 2006-06-30 | | |
| Date of transaction | 2006-06-21 | | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | | |
| Number or value of securities acquired | 40000 | | |
| Unit price or exercise price | 27.5918 | Currency | Canadian Dollar |
| Closing balance of securities held | 40000 | | |

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

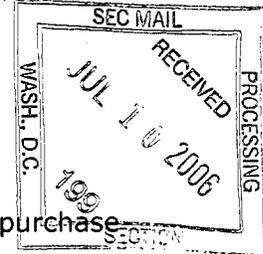
[Next](#)

2006-07-05, 13:04:43, EDT

Insider: Great-West Life

Issuer: Great-West Life

Security: Common Sha



| | | | |
|---|---|----------|-----------------|
| Security designation | Common Shares | | |
| Opening balance of securities held | 40300 | | |
| Filing date | 2006-07-05 | | |
| Date of transaction | 2006-06-28 | | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | | |
| Number or value of securities disposed of | 40300 | | |
| 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

2006-07-05, 13:03:39, EDT**Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

| | | | |
|--|---|----------|-----------------|
| Security designation | Common Shares | | |
| Opening balance of securities held | 0 | | |
| Filing date | 2006-07-05 | | |
| Date of transaction | 2006-06-28 | | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | | |
| Number or value of securities acquired | 40300 | | |
| Unit price or exercise price | 27.7488 | Currency | Canadian Dollar |
| Closing balance of securities held | 40300 | | |

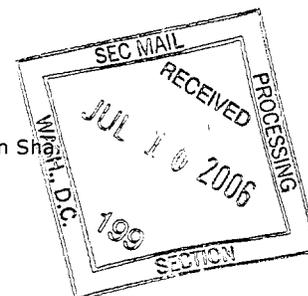
General remarks *(if necessary to describe the transaction)*

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

Private remarks to securities regulatory authorities

Next

2006-07-05, 13:07:02, EDT



Insider: Great-West Life

Issuer: Great-West Life

Security: Common Shares

Security designation

Common Shares

Opening balance of securities held 8000

Filing date

2006-07-05

Date of transaction

2006-06-30

Nature of transaction

38 - Redemption, retraction, cancellation, repurchase

Number or value of securities disposed of

8000

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

2006-07-05, 13:06:04, EDT**Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

| | | | |
|--|---|----------|-----------------|
| Security designation | Common Shares | | |
| Opening balance of securities held | 0 | | |
| Filing date | 2006-07-05 | | |
| Date of transaction | 2006-06-30 | | |
| Nature of transaction | 38 - Redemption, retraction, cancellation, repurchase | | |
| Number or value of securities acquired | 8000 | | |
| Unit price or exercise price | 28.0709 | Currency | Canadian Dollar |
| Closing balance of securities held | 8000 | | |

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