FORM D

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

PNOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
WHIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL						
OMB Number:	3235-0076					
Expires:	May 31, 2005					
Estimated average burden						
hours per respor	nse16.00					

SEC USE ONLY							
Prefix	Serial						
ĺ	1						
DATE RE	ECEIVED						
1							

Name of Offering (check if this is an amendment and name has changed, and indicate c	hange.)
COLI VUL-7 Series Account	6 - 40 - 110
	Section 4(6) ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DA	ATA
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate changed	nge.) 04040728
COLI VUL -7 Series Account	01010720
Address of Executive Offices (Number and Street, City, State,	Zip Code) Telephone Number (Including Area Code)
8515 E. Orchard Rd., Greenwood Village CO 80111	303/737-3000 BAGGEORE
Address of Principal Business Operations (Number and Street, City, State,	Zip Code) Telephone Number (Including Arca Code)
(if different from Executive Offices)	202/727 2000
	303/737-3000 AUG 1 9 2004
Brief Description of Business	
The Separate Account issues life insurance contrac	ts to accredited investors FINANCIAL S
Type of Business Organization	_
	other (please specify):
business trust limited partnership, to be formed Insura	nce company Separate Account
Month Year	
Actual or Estimated Date of Incorporation or Organization:	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviat CN for Canada; FN for other foreign jurisdic	
GENERAL INSTRUCTIONS	

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

BA

A: BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
• Each promoter of the issuer, if the issuer has been organized within the past five years;
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
• Each general and managing partner of partnership issuers.
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Great-West Life & Annuity Insurance Company Business or Residence Address (Number and Street, City, State, Zip Code)
8515 E. Orchard Rd., Greenwood Village CO 80111
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)

4.					B. II	NFORMATI	ON ABOU	T OFFERI	νG				
i.	Has the	issuer sold	, or does th			I, to non-a				_		Yes	No
2.	What is	the minim	ım investm			• •						\$ 1.0	000,000.00
							,					Yes	No
3.	Does the	e offering p	ermit joint	ownership	o of a sing	le unit?	•••••						
4.	commiss If a person	sion or simi on to be list , list the na	ion requeste lar remuner ed is an ass me of the br you may se	ation for s ociated per oker or de	olicitation rson or age aler. If mo	of purchase nt of a brok ore than five	ers in conne er or deale e (5) persor	ection with r registered as to be list	sales of sec I with the S ed are asso	curities in the EC and/or	he offering. with a state		
Ful	l Name (I	Last name i	īrst, if indi	vidual)					,				
Bus	siness or l		ruce Address (N cinto S				-)1					
Naı			oker or Dea										
			cial Se										
Sta			Listed Has " or check									☐ All	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Bus	siness or	Residence	first, if indi Address (N oker or Dea	lumber an	d Street, C	ity, State, 2	Zip Code)						
Cto	tag in Wh	ich Dauson	Listed Has	Calinitad	or Intende	to Collect	Durahasara						
Sta			" or check									☐ Ali	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Ful	l Name (l	Last name	first, if indi	vidual)									
Bu	siness or	Residence	Address (N	lumber an	d Street, C	ity, State, Z	Zip Code)						
Na	me of Ass	ociated Br	oker or Dea	ıler	-								
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)	•••••			••••••	••••••	•••••	☐ All	l States
	IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS.

	this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	•	_	
	Debt		
	Equity	S	\$
	Common Preferred		
	Convertible Securities (including warrants)		-
	Partnership Interests		
	Other (Specify Variable Universal Life Policy	unlimited	\$ <u>235,000,0</u> 00
	Total	<u>unlimited</u>	\$235,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	11	\$ <u>207,000</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	0	\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total		\$_ None

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$_None
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.		
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees]\$	<u></u> \$
	Purchase of real estate] \$	\$
	Purchase, rental or leasing and installation of machinery and equipment]\$	\$
	Construction or leasing of plant buildings and facilities	\$	\$
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	¬ \$	
	Repayment of indebtedness		
	Working capital		
	Other (specify):		
]\$	
	Column Totals		\$
	Total Payments Listed (column totals added)	\$ <u>No</u>	ne
	D. FEDERAL SIGNATURE		
sig	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commiss information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of R	sion, upon written	
Iss		Date ,	
	OLI VUL-7 Series Account Zon Jawandla	8/13/04	
Na	me of Signer (Print or Type) Title of Signer (Print or Type)	-	
R	on Laeyendecker Vice President, Life Insurance	ce Markets	

--- ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

ille I		E. STATE SIGNATURE								
1.	Is any party described in 17 CFR 230.262 pre provisions of such rule?	esently subject to any of the disqualification	Yes No							
	See A	Appendix, Column 5, for state response.								
2.	2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on For D (17 CFR 239.500) at such times as required by state law.									
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offcrees.									
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.									
	er has read this notification and knows the content thorized person.	nts to be true and has duly caused this notice to be signed on its beha	alf by the undersigne							
	Print or Type)	Signature Date 8113/04								
$\overline{}$	VUL-7 Series Account		<u> </u>							
Name (I	Print or Type)	Title (Print or Type)								

Vice President, Life Insurance Markets

Instruction:

Ron Laeyendecker

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX.										
1	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4 investor and rchased in State C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ										
AR										
CA										
СО										
СТ										
DE										
DC										
FL										
GA										
НІ										
ID										
IL										
IN										
IA										
KS										
KY										
LA										
ME										
MD						-				
MA										
MI										
MN							******			
MS										

APPENDIX										
1	investors	•	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of amount pu (Part	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
МО										
MT										
NE										
NV										
NH										
NJ										
NM										
NY										
NC										
ND										
ОН						:				
ОК										
OR										
PA										
RI										
SC										
SD										
TN										
TX										
UT										
VT										
VA										
WA										
WV										
WI										

APPENDIX										
1	1 2 3 Type of security				5 Disqualification under State ULOE					
	to non-a investor	to sell ccredited s in State -Item 1)	and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				(if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY										
PR										