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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K**CURRENT REPORT****Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**Date of Report (Date of earliest event reported) May 4, 2009GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY
(Exact name of registrant as specified in its charter)Colorado 333-01173 84-0467907
(State or other jurisdiction of incorporation) (Commission File No.) (IRS Employer Identification No.)8515 East Orchard Road, Greenwood Village, Colorado 80111
(Address of principal executive offices) (Zip Code)(303) 737-3000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

Effective May 4, 2009, the following members of the Board of Directors of Great-West Life & Annuity Insurance Company (the "Registrant") retired from their positions as directors: Orest T. Dackow; Kevin P. Kavanagh; William Mackness and David A. Nield.

Effective May 4, 2009, the following individuals were elected as members of the Board of Directors of the Registrant: Henri-Paul Rousseau; Raymond Royer and T. Timothy Ryan, Jr.

Mr. Rousseau and Mr. Ryan were each appointed to the Registrant's Executive Committee and the Investment and Credit Committee. Mr. Royer was appointed to the Registrant's Audit Committee.

SIGNATURE

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 hereunto duly authorized.

Date: May 8, 2009

GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

By: /s/ Richard G. Schultz

Name: Richard G. Schultz

Title: Senior Vice President, General Counsel
and Secretary

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