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ALLSTATE CORP
Form 8-K
March 23, 2006

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

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) March 21, 2006

The Allstate Corporation
(Exact name of registrant as specified in charter)

| | | |
|---|--|--|
| Delaware (State or other jurisdiction of incorporation) | 1-11840 (Commission File number) | 36-3871531 (IRS employer identification number) |
| 2775 Sanders Road, Northbrook, Illinois (Address of principal executive offices) | | 60062 (Zip code) |

Registrant's telephone number, including area code (847) 402-5000

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))

Section 8 - Other Events

Item 8.01. Other Events.

Certain exhibits are filed herewith in connection with the Prospectus Supplement dated March 21, 2006 to the Prospectus dated August 27, 2003, filed as part of the Registration Statement on Form S-3 (Registration No. 333-108253; declared effective on September 22, 2003) filed by The Allstate Corporation (the "Company") with the Securities and Exchange Commission covering Debt Securities issuable under an Indenture relating to Senior Debt Securities, dated as of December 16, 1997, between the Company and U.S. Bank National Association (successor in interest to State Street Bank and Trust Company) as amended by the Third Supplemental Indenture dated as of July 23, 1999 and the Sixth Supplemental Indenture dated as of June 12, 2000.

On March 21, 2006, the Company executed an Underwriting Agreement (the

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"Underwriting Agreement") with J.P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated and certain other underwriters named therein. Pursuant to the Underwriting Agreement, the Company is issuing \$650,000,000 principal amount of 5.95% Senior Notes Due 2036 (the "Securities") under a Thirteenth Supplemental Indenture, to be dated as of March 24, 2006 (the "Thirteenth Supplemental Indenture"). The Underwriting Agreement, the form of the Thirteenth Supplemental Indenture and an opinion of counsel are filed as exhibits hereto. The form of the Securities is included as Exhibit A to the form of the Thirteenth Supplemental Indenture.

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

| Number | Description |
|--------|--|
| 1 | Underwriting Agreement, dated March 21, 2006, between the Company and J.P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated and certain other underwriters |
| 4.1 | Form of Thirteenth Supplemental Indenture between the Company and the Trustee, including the form of the Securities as Exhibit A |
| 5.1 | Opinion of LeBoeuf, Lamb, Greene & MacRae LLP |

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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.

THE ALLSTATE CORPORATION
(registrant)

By: /s/ Jennifer M. Hager

Name: Jennifer M. Hager
Title: Assistant Secretary

Dated: March 23, 2006

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INDEX TO EXHIBITS

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