

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: MARCH 31, 2009  
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Check here if Amendment [ ]; Amendment Number:  
This Amendment (Check only one.): -----  
[ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: ALLSTATE LIFE INSURANCE COMPANY  
-----  
Address: 3075 SANDERS ROAD, SUITE G4A  
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NORTHBROOK, IL. 60062-7127  
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Form 13F File Number: 28-01037

The institutional manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: PAUL SCHUTT  
-----  
Title: ASSISTANT VICE PRESIDENT INVESTMENT OPERATIONS  
-----  
Phone: 847-402-5169  
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Signature, Place, and Date of Signing:

/s/ PAUL SCHUTT NORTHBROOK, IL. 05/13/09  
-----  
[Signature] [City, State] [Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: ONE  
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Form 13F Information Table Entry Total: 39  
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Form 13F Information Table Value Total: 221,601 (THOUSAND)  
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List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No. Form 13F File Number

Name

1 028-10298

ALLSTATE INVESTMENTS LLC

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## FORM 13F REPORT

NAME OF REPORTING MANAGER: ALLSTATE LIFE INSURANCE COMPANY

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	OTHER MANAGERS	VOTING AUTHORITY		
									SOLE	SHARED	NONE
DOMINION RESOURCES, INC.	COMMON	25746U109	952.79	30,745.00	SH		DEFINED	1	X		
3M COMPANY 0% 11/21/2032	DEBT	88579YAB7	7,884.49	10,223,000.00	PRN		DEFINED	1	X		
ALLERGAN INC 1.500000% 04/01/2026	DEBT	018490AL6	5,720.00	5,500,000.00	PRN		DEFINED	1	X		
ALZA CORP 0% 07/28/2020	DEBT	02261WAB5	8,738.13	10,250,000.00	PRN		DEFINED	1	X		
AMGEN INC .375000% 02/01/2013	DEBT	031162AQ3	7,735.00	8,500,000.00	PRN		DEFINED	1	X		
ARCHER DANIELS .875000% 02/15/2014	DEBT	039483AW2	928.75	1,000,000.00	PRN		DEFINED	1	X		
BECKMAN COULTER INC 2.500000% 12/15/2036	DEBT	075811AD1	950.00	1,000,000.00	PRN		DEFINED	1	X		
BEST BUY 2.250000% 01/15/2022	DEBT	086516AF8	10,807.50	11,000,000.00	PRN		DEFINED	1	X		
CAMERON INTL CORP 2.500000% 06/15/2026	DEBT	13342BAB1	12,360.00	12,000,000.00	PRN		DEFINED	1	X		
CARNIVAL CORP 2.000000% 04/15/2021	DEBT	143658AN2	8,302.50	9,000,000.00	PRN		DEFINED	1	X		
CHESAPEAKE ENERGY CORP 2.250000% 12/15/2038	DEBT	165167CB1	772.50	1,500,000.00	PRN		DEFINED	1	X		
CMS ENERGY CORP 2.875000% 12/01/2024	DEBT	125896AW0	1,565.63	1,500,000.00	PRN		DEFINED	1	X		
COSTCO WHOLESALE CORP 0% 08/19/2017	DEBT	22160QAC6	336.40	320,000.00	PRN		DEFINED	1	X		
DANAHER CORP 0% 01/22/2021	DEBT	235851AF9	9,046.63	10,550,000.00	PRN		DEFINED	1	X		
DOMINION RESOURCES INC 2.125000% 12/15/2023	DEBT	25746UAT6	2,110.00	2,000,000.00	PRN		DEFINED	1	X		
DST SYSTEMS INC 4.125000% 08/15/2023	DEBT	233326AB3	1,462.50	1,500,000.00	PRN		DEFINED	1	X		
EMC CORP 1.750000% 12/01/2013	DEBT	268648AM4	2,294.19	2,350,000.00	PRN		DEFINED	1	X		
FISHER SCIENTIFIC INTL 3.250000% 03/01/2024	DEBT	338032AX3	9,905.19	8,350,000.00	PRN		DEFINED	1	X		
FLUOR CORP 1.500000% 02/15/2024	DEBT	343412AA0	223.78	175,000.00	PRN		DEFINED	1	X		
HCC INSURANCE HOLDINGS 1.300000% 04/01/2023	DEBT	404132AB8	11,028.56	9,825,000.00	PRN		DEFINED	1	X		
HENRY SCHEIN INC 3.000000% 08/15/2034	DEBT	806407AB8	1,060.00	1,000,000.00	PRN		DEFINED	1	X		
HOLOGIC INC 2.000000% 12/15/2037	DEBT	436440AA9	682.50	1,000,000.00	PRN		DEFINED	1	X		
INTEL CORP 2.950000% 12/15/2035	DEBT	458140AD2	4,971.50	6,100,000.00	PRN		DEFINED	1	X		
INTL GAME TECHNOLOGY 2.600000% 12/15/2036	DEBT	459902AP7	15,911.72	16,425,000.00	PRN		DEFINED	1	X		
LABORATORY CORP AMERICA HOLDINGS	DEBT	50540RAG7	10,515.63	12,500,000.00	PRN		DEFINED	1	X		
LIBERTY MEDIA CORP 3.250000% 03/15/2031	DEBT	530715AR2	362.50	1,000,000.00	PRN		DEFINED	1	X		
LIBERTY MEDIA LLC 3.125000% 03/30/2023	DEBT	530718AF2	1,164.38	1,500,000.00	PRN		DEFINED	1	X		
MEDTRONIC INC 1.625000% 04/15/2013	DEBT	585055AM8	7,511.88	8,500,000.00	PRN		DEFINED	1	X		
MYLAN LABORATORIES INC 1.250000% 03/15/2012	DEBT	628530AG2	856.25	1,000,000.00	PRN		DEFINED	1	X		
NABORS INDUSTRIES INC .940000% 05/15/2011	DEBT	629568AP1	7,965.00	9,000,000.00	PRN		DEFINED	1	X		
OMNICOM GROUP INC 0% 07/01/2038	DEBT	681919AT3	8,811.25	9,500,000.00	PRN		DEFINED	1	X		
RAYONIER TRS HOLDINGS IN 3.750000% 10/15/2012	DEBT	75508AAB2	3,610.00	4,000,000.00	PRN		DEFINED	1	X		
SCHLUMBERGER LIMITED 2.125000% 06/01/2023	DEBT	806857AD0	249.00	200,000.00	PRN		DEFINED	1	X		
TEVA PHARMACEUT FIN BV 1.750000% 02/01/2026	DEBT	88165FAA0	8,029.00	7,400,000.00	PRN		DEFINED	1	X		
TEVA PHARMACEUT FIN LLC .250000% 02/01/2024	DEBT	88164RAB3	3,537.00	2,700,000.00	PRN		DEFINED	1	X		
TJX COMPANIES INC 0% 02/13/2021	DEBT	872540AL3	9,185.75	10,150,000.00	PRN		DEFINED	1	X		
TRANSOCEAN INC 1.500000% 12/15/2037	DEBT	893830AV1	11,147.50	13,000,000.00	PRN		DEFINED	1	X		
US BANCORP 1.231250% 12/11/2035	DEBT	902973AM8	8,407.50	9,500,000.00	PRN		DEFINED	1	X		
WYETH 2.390000% 01/15/2024	DEBT	983024AD2	14,497.80	14,600,000.00	PRN		DEFINED	1	X		
"STOCK"		1	953	30,745							
DEBT		38	220,648	235,618,000							
REPORT TOTALS		39	221,601	235,648,745							