

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) June 12, 2000

THE ALLSTATE CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware

1-11840

36-3871531

(State or Other
Jurisdiction of
Incorporation)

(Commission
File Number)

(IRS Employer
Identification
Number)

2775 Sanders Road, Northbrook, Illinois

60062

(Address of Principal Executive Offices)

(Zip Code)

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

Item 5. OTHER EVENTS

The following documents are filed as exhibits to this Form 8-K:

The Fourth Supplemental Indenture, dated as of June 12, 2000, to the Indenture relating to Subordinated Debt Securities, dated as of November 25, 1996, between the Company and State Street Bank & Trust Company

The Sixth Supplemental Indenture, dated as of June 12, 2000, to the Indenture relating to Senior Debt Securities, dated as of December 16, 1997, between the Company and State Street Bank & Trust Company

Item 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

Exhibit No. -----	Description -----
4.1	The Fourth Supplemental Indenture, dated as of June 12, 2000, to the Indenture relating to Subordinated Debt Securities, dated as of November 25, 1996, between the Company and State Street Bank & Trust Company
4.2	The Sixth Supplemental Indenture, dated as of June 12, 2000, to the Indenture relating to Senior Debt Securities, dated as of December 16, 1997, between the Company and State Street Bank & Trust Company

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

By /s/ Emma M. Kalaidjian

Name: Emma M. Kalaidjian
Title: Assistant Secretary

June 12, 2000

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THE ALLSTATE CORPORATION
AND
STATE STREET BANK AND TRUST COMPANY, as Trustee

FOURTH SUPPLEMENTAL INDENTURE TO
INDENTURE DATED NOVEMBER 25, 1996
(SUBORDINATED DEBT SECURITIES)

Dated as of June 12, 2000

THE ALLSTATE CORPORATION

FOURTH SUPPLEMENTAL INDENTURE TO
INDENTURE DATED NOVEMBER 25, 1996
(SUBORDINATED DEBT SECURITIES)

FOURTH SUPPLEMENTAL INDENTURE, dated as of June 12, 2000, between THE ALLSTATE CORPORATION, a Delaware corporation (the "Company"), and STATE STREET BANK AND TRUST COMPANY, a Massachusetts trust company, as Trustee (the "Trustee").

RECITALS

The Company has heretofore executed and delivered to the Trustee an Indenture for Subordinated Debt Securities, dated as of November 25, 1996, and as amended by the Third Supplemental Indenture dated as of July 23, 1999 (the "Indenture"), providing for the issuance from time to time of series of the Company's Securities.

On November 25, 1996, the Company executed and delivered to the Trustee a First Supplemental Indenture to the Indenture (the "First Supplemental Indenture"), providing for the issuance of \$515,463,925 in principal amount of 7.95% Junior Subordinated Deferrable Interest Debentures, Series A, due December 31, 2026 (the "2026 Junior Debentures"). The Company issued the 2026 Junior Debentures on November 25, 1996.

On November 27, 1996, the Company executed and delivered to the Trustee a Second Supplemental Indenture to the Indenture (the "Second Supplemental Indenture"), providing for the issuance of \$206,186,000 in principal amount of 7.83% Junior Subordinated Deferrable Interest Debentures, Series B, due December 1, 2045 (the "2045 Junior Debentures"). The Company issued the 2045 Junior Debentures on November 27, 1996.

Section 901(9) of the Indenture provides for the Company and the Trustee to enter into an indenture supplemental to the Indenture to correct or supplement any provision of the Indenture, provided that such action shall not adversely affect the interests of the Holders of Securities of any series in any material respect, or in the case of Securities issued to an Allstate Trust for so long as any corresponding series of Preferred Securities issued by such Allstate Trust shall remain outstanding, the interests of the holders of such Preferred Securities in any material respect.

Section 904 of the Indenture provides that upon execution of any indenture supplemental to the Indenture, the Indenture shall be modified in accordance therewith, and such supplemental indenture shall form a part of the Indenture for all purposes; and every Holder of Securities theretofore or thereafter authenticated and delivered under the Indenture shall be bound thereby.

NOW, THEREFORE, THIS FOURTH SUPPLEMENTAL INDENTURE WITNESSETH:

For and in consideration of the premises, it is mutually agreed, for the equal and proportionate benefit of all Holders of the Securities as follows:

ARTICLE I

Relation to Indenture; Definitions

Section 1.1. RELATION TO INDENTURE. This Fourth Supplemental Indenture constitutes an integral part of the Indenture.

Section 1.2. DEFINITIONS. For all purposes of this Fourth Supplemental Indenture:

(a) Capitalized terms used herein without definition shall have the meanings specified in the Indenture;

(b) All references herein to Articles and Sections, unless otherwise specified, refer to the corresponding Articles and Sections of the Indenture; and

(c) The terms "herein," "hereof," "hereunder" and other words of similar import refer to the Indenture.

ARTICLE II

The Series of Securities

Section 2.1. DEFINITIONS.

(a) Section 101 of the Indenture shall be amended by deleting the definition of "Company Request" and "Company Order" and replacing such definition with the following:

"Company Request" or "Company Order" means a written request or order signed in the name of the Company by any two of the following officers, provided that at least one of the signing officers is the principal executive officer, principal operating officer, principal financial officer, principal accounting officer or Treasurer of the Company: Chairman of the Board; Chief Executive Officer; President; Chief Operating Officer; Chief Financial Officer; General Counsel; Treasurer; Secretary; Controller; any Vice President; any Assistant Treasurer; any Assistant Secretary; and any Assistant Vice President.

(b) Section 101 of the Indenture shall be amended by deleting the definition of "Officers' Certificate" and replacing such definition with the following:

"Officers' Certificate" means a certificate signed by any two of the following officers and delivered to the Trustee, provided that at least one of the signing officers is the principal executive officer, principal operating officer, principal financial officer, principal accounting officer or Treasurer of the Company: Chairman of the Board; Chief Executive Officer; President; Chief Operating Officer; Chief Financial Officer; General Counsel; Treasurer; Secretary; Controller; any Vice President; any Assistant Treasurer; any Assistant Secretary; and any Assistant Vice President.

ARTICLE III

Miscellaneous Provisions

Section 3.1. TRUSTEE NOT RESPONSIBLE FOR RECITALS. The recitals herein contained are made by the Company and not by the Trustee, and the Trustee assumes no responsibility for the correctness thereof. The Trustee makes no representation as to the validity or sufficiency of this Fourth Supplemental Indenture.

Section 3.2. ADOPTION, RATIFICATION AND CONFIRMATION. The Indenture, as supplemented and amended by this Fourth Supplemental Indenture, is in all respects hereby adopted, ratified and confirmed.

Section 3.3. COUNTERPARTS. This Fourth Supplemental Indenture may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

Section 3.4. GOVERNING LAW. THIS FOURTH SUPPLEMENTAL INDENTURE AND EACH DEBENTURE, BOND AND NOTE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS OF THE STATE OF NEW YORK.

* * * * *

IN WITNESS WHEREOF, the parties hereto have caused this Fourth Supplemental Indenture to be duly executed on the date or dates indicated in the acknowledgments and as of the day and year first above written.

THE ALLSTATE CORPORATION

By:

Edward M. Liddy
Chairman of the Board, President and
Chief Executive Officer

STATE STREET BANK AND TRUST
COMPANY, as Trustee

By:

Its:

THE ALLSTATE CORPORATION
AND
STATE STREET BANK AND TRUST COMPANY, as Trustee

SIXTH SUPPLEMENTAL INDENTURE TO
INDENTURE DATED DECEMBER 16, 1997
(SENIOR DEBT SECURITIES)

Dated as of June 12, 2000

THE ALLSTATE CORPORATION

SIXTH SUPPLEMENTAL INDENTURE TO
INDENTURE DATED DECEMBER 16, 1997
(SENIOR DEBT SECURITIES)

SIXTH SUPPLEMENTAL INDENTURE, dated as of June 12, 2000, between THE ALLSTATE CORPORATION, a Delaware corporation (the "Company"), and STATE STREET BANK AND TRUST COMPANY, a Massachusetts trust company, as Trustee (the "Trustee").

RECITALS

The Company has heretofore executed and delivered to the Trustee an Indenture for Senior Debt Securities, dated as of December 16, 1997, as amended by the Third Supplemental Indenture dated as of July 23, 1999 (the "Indenture"), providing for the issuance from time to time of series of the Company's Securities.

On December 16, 1997, the Company executed and delivered to the Trustee a First Supplemental Indenture to the Indenture (the "First Supplemental Indenture"), providing for the issuance of \$250,000,000 in principal amount of 7 1/8% Senior Quarterly Interest Bonds due 2097 (the "2097 Senior Bonds"). The Company issued the 2097 Senior Bonds on December 19, 1997.

On May 20, 1998, the Company executed and delivered to the Trustee a Second Supplemental Indenture to the Indenture (the "Second Supplemental Indenture"), providing for the issuance of \$250,000,000 in principal amount of 6.75% Senior Debentures due May 15, 2018 and \$250,000,000 in principal amount of 6.90% Senior Debentures due May 15, 2038. The Company issued the 6.75% Senior Debentures due May 15, 2018 and the 6.90% Senior Debentures due May 15, 2038 on May 20, 1998.

On November 17, 1999, the Company executed and delivered to the Trustee a Fourth Supplemental Indenture to the Indenture (the "Fourth Supplemental Indenture"), providing for the issuance of \$750,000,000 in principal amount of 7.20% Senior Notes due December 1, 2009 (the "2009 Senior Notes"). The Company issued the 2009 Senior Notes on November 17, 1999.

On May 1, 2000, the Company executed and delivered to the Trustee a Fifth Supplemental Indenture to the Indenture (the "Fifth Supplemental Indenture"), providing for the issuance of \$900,000,000 in principal amount of 7 7/8% Senior Notes due 2005 (the "2005 Senior Notes"). The Company issued the 2005 Senior Notes on May 1, 2000.

Section 901(9) of the Indenture provides for the Company and the Trustee to enter into an indenture supplemental to the Indenture to correct or supplement any provision of the Indenture, provided that such action shall not adversely affect the interests of the Holders of Securities of any series in any material respect.

Section 904 of the Indenture provides that upon execution of any indenture supplemental to the Indenture, the Indenture shall be modified in accordance therewith, and such supplemental indenture shall form a part of the Indenture for all purposes; and every Holder of Securities theretofore or thereafter authenticated and delivered under the Indenture shall be bound thereby.

NOW, THEREFORE, THIS SIXTH SUPPLEMENTAL INDENTURE WITNESSETH:

For and in consideration of the premises, it is mutually agreed, for the equal and proportionate benefit of all Holders of the Securities as follows:

ARTICLE I

Relation to Indenture; Definitions

Section 1.1. RELATION TO INDENTURE. This Sixth Supplemental Indenture constitutes an integral part of the Indenture.

Section 1.2. DEFINITIONS. For all purposes of this Sixth Supplemental Indenture:

(a) Capitalized terms used herein without definition shall have the meanings specified in the Indenture;

(b) All references herein to Articles and Sections, unless otherwise specified, refer to the corresponding Articles and Sections of the Indenture; and

(c) The terms "herein," "hereof," "hereunder" and other words of similar import refer to the Indenture.

ARTICLE II

The Series of Securities

Section 2.1. DEFINITIONS.

(a) Section 101 of the Indenture shall be amended by deleting the definition of "Company Request" and "Company Order" and replacing such definition with the following:

"Company Request" or "Company Order" means a written request or order signed in the name of the Company by any two of the following officers, provided that at least one of the signing officers is the principal executive officer, principal operating officer, principal financial officer, principal accounting officer or Treasurer of the Company: Chairman of the Board; Chief Executive Officer; President; Chief Operating Officer; Chief Financial Officer; General Counsel; Treasurer; Secretary; Controller; any Vice President; any Assistant Treasurer; any Assistant Secretary; and any Assistant Vice President.

(b) Section 101 of the Indenture shall be amended by deleting the definition of "Officers' Certificate" and replacing such definition with the following:

"Officers' Certificate" means a certificate signed by any two of the following officers and delivered to the Trustee, provided that at least one of the signing officers is the principal executive officer, principal operating officer, principal financial officer, principal accounting officer or Treasurer of the Company: Chairman of the Board; Chief Executive Officer; President; Chief Operating Officer; Chief Financial Officer; General Counsel; Treasurer; Secretary; Controller; any Vice President; any Assistant Treasurer; any Assistant Secretary; and any Assistant Vice President.

ARTICLE III

Miscellaneous Provisions

Section 3.1. TRUSTEE NOT RESPONSIBLE FOR RECITALS. The recitals herein contained are made by the Company and not by the Trustee, and the Trustee assumes no responsibility for the correctness thereof. The Trustee makes no representation as to the validity or sufficiency of this Sixth Supplemental Indenture.

Section 3.2. ADOPTION, RATIFICATION AND CONFIRMATION. The Indenture, as supplemented and amended by this Sixth Supplemental Indenture, is in all respects hereby adopted, ratified and confirmed.

Section 3.3. COUNTERPARTS. This Sixth Supplemental Indenture may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

Section 3.4. GOVERNING LAW. THIS SIXTH SUPPLEMENTAL INDENTURE AND EACH DEBENTURE, BOND AND NOTE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS OF THE STATE OF NEW YORK.

* * * * *

IN WITNESS WHEREOF, the parties hereto have caused this Sixth Supplemental Indenture to be duly executed on the date or dates indicated in the acknowledgments and as of the day and year first above written.

THE ALLSTATE CORPORATION

By: _____
Edward M. Liddy
Chairman of the Board, President and
Chief Executive Officer

STATE STREET BANK AND TRUST
COMPANY, as Trustee

By: _____

Its: _____