
Securities and Exchange Commission

Washington, D.C. 20549

Post-Effective Amendment No. 1 to

Form S-8

Registration Statement

Under

The Securities Act of 1933

The Allstate Corporation

(Exact name of issuer as specified in its charter)

Delaware

(State of incorporation)

36-3871531

(I.R.S. Employer identification No.)

2775 Sanders Road

Northbrook, Illinois 60062-6127

(Address and zip code of principal executive office)

The Allstate Corporation

Equity Incentive Plan for Non-Employee Directors

(Full title of the Plan)

Michael J. McCabe

Vice President and General Counsel

The Allstate Corporation

2775 Sanders Road

Northbrook, Illinois 60062-6127

(847) 402-5000

(Name, address, and telephone number of agent for service)

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Allstate with the Securities and Exchange Commission are incorporated in and made a part of Registration Statement No. 333-04919 by reference, as of their respective dates:

1. Allstate's Annual Report on Form 10-K for the year ended December 31, 2000 (File No. 1-11840)
2. Allstate's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001 (File No. 1-11840)
3. Allstate's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001 (File No. 1-11840)
4. Allstate's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001 (File No. 1-11840)
5. Allstate's Current Report on Form 8-K filed July 12, 2001 (File No. 1-11840)
- 6.

7. The description of Allstate's common shares contained in Allstate's Form 10/A filed May 14, 2001 (File No. 1-11840)
8. The description of the preferred share purchase rights contained in Item 1 of the Registration Statement on Form 8-A filed on February 19, 1999 (File No. 1-11840)
9. From the date of filing of such documents, all documents filed by Allstate with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or replaces such statement. Except as so modified or superseded, such statement shall not be deemed to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Emma M. Kalaidjian, Esq., Allstate's Assistant Secretary, has passed upon the validity of the common stock and rights being registered. Ms. Kalaidjian is not eligible to participate in the Equity Incentive Plan for Non-Employee Directors. As of December 7, 2001 she beneficially owns 3,477 shares of Allstate's common stock as well as 12,550 unexercised vested stock options. These shares and options include awards under Allstate's employee benefit plans, subject to forfeiture under certain circumstances.

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Item 6. Indemnification of Directors and Officers.

Article IV of the bylaws of Allstate provides that Allstate will indemnify all of its directors, former directors, officers and former officers, to the fullest extent permitted under law, who were or are a party or are threatened to be made a party to any proceeding by reason of the fact that such persons were or are directors or officers of Allstate, against liabilities, expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by them. The indemnity shall not be deemed exclusive of any other rights to which directors or officers may be entitled by law or under any articles of incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise. In addition, the indemnity shall inure to the benefit of the legal representatives of directors and officers or of their estates, whether such representatives are court appointed or otherwise designated, and to the benefit of the heirs of such directors and officers. The indemnity shall extend to and include claims for such payments arising out of any proceeding commenced or based on actions of such directors and officers taken prior to the effectiveness of this indemnity; provided that payment of such claims had not been agreed to or denied by Allstate before such date.

Article Eighth of the Allstate's restated certificate of incorporation provides that a director of Allstate shall not be personally liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, to the fullest extent of the Delaware General Corporation Law.

Under Section 145 of the Delaware General Corporation Law, a corporation may indemnify a person who was made a party to a proceeding or threatened to be made a party to a proceeding by reason of the fact that the person is or was a director or officer of the corporation against liability actually and reasonably incurred in connection with such proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe the person's conduct was unlawful. A corporation may not indemnify a director or officer in connection with a proceeding where he is adjudged liable to the corporation, unless the court in which the proceeding is brought determines that such director or officer is fairly and reasonably entitled to indemnity.

Allstate has provided liability insurance for each director and officer for certain losses arising from claims or charges made against them while acting in their capacities as directors or officers of Allstate.

Item 8. Exhibits.

The exhibits to this Post-Effective Amendment No. 1 are listed in the Exhibit Index of this Post-Effective Amendment No. 1, which index is incorporated herein by reference.

Item 9. Undertakings.

Allstate hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities

offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the

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Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by Allstate pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

Allstate hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of Allstate's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of Allstate pursuant to the foregoing provisions, or otherwise, Allstate has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Allstate of expenses incurred or paid by a director, officer or controlling person of Allstate in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, Allstate will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, Allstate certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Cook County, State of Illinois, on December 7, 2001.

THE ALLSTATE CORPORATION

By: /s/ MICHAEL J. MCCABE

Name: Michael J. McCabe
Title: Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ EDWARD M. LIDDY	Director, Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)	December 7, 2001
Edward M. Liddy		
/s/ JOHN L. CARL	Vice President and Chief Financial Officer (Principal Financial Officer)	December 7, 2001
John L. Carl		
/s/ SAMUEL H. PILCH	Controller (Principal Accounting Officer)	December 7, 2001
Samuel H. Pilch		
	Director	December 7, 2001

F. Duane Ackerman

*

Director

December 7, 2001

James G. Andress

*

Director

December 7, 2001

Warren L. Batts

*

Director

December 7, 2001

Edward A. Brennan

*

Director

December 7, 2001

James M. Denny

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Director

December 7, 2001

W. James Farrell

Director

December 7, 2001

Ronald T. LeMay

*

Director

December 7, 2001

Michael A. Miles

Director

December 7, 2001

H. John Riley, Jr.

Director

December 7, 2001

Joshua I. Smith

Director

December 7, 2001

Judith A. Sprieser

*

Director

December 7, 2001

Mary Alice Taylor

*By: /s/ EDWARD M. LIDDY

Edward M. Liddy
Attorney-in-Fact

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EXHIBIT INDEX

Exhibit Number	Description
5	Opinion of Emma M. Kalaidjian, Esq.
23	Consent of Emma M. Kalaidjian (included in Exhibit 5)
24	Power of Attorney (incorporated by reference to signature page of Registration Statement No. 333-04919)

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THE ALLSTATE CORPORATION

2775 Sanders Road
Northbrook, Illinois 60062-6127

Emma M. Kalaidjian
Assistant Secretary

December 7, 2001

The Allstate Corporation
2775 Sanders Road
Northbrook, IL 60062-6127

Ladies and Gentlemen:

A Post-Effective Amendment No. 1 (the "Amendment") is being filed on or about the date of this letter with the Securities and Exchange Commission to amend Registration Statement No. 333-04919 filed on May 31, 1996 with respect to shares of common stock, \$0.01 par value, and preferred share purchase rights of The Allstate Corporation to be issued to participants in The Allstate Corporation Equity Incentive Plan for Non-Employee Directors (the "Plan").

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended.

In connection with this opinion I, or attorneys working under my direction, have examined originals or copies, certified or otherwise identified to my satisfaction, of (i) the Amendment, (ii) the Registration Statement, (iii) the Plan, (iv) the Restated Certificate of Incorporation of Allstate as currently in effect, (v) the By-laws of Allstate as currently in effect, (vi) the Rights Agreement dated as of February 12, 1999 between Allstate and successor rights agent EquiServe Trust Company, N.A., and (vii) resolutions of the Board of Directors of Allstate relating to the filing of the Registration Statement and related matters. In addition I, or attorneys working under my direction, have examined originals or copies, certified or otherwise identified to my satisfaction, of such records of Allstate and such other agreements, instruments, and documents of Allstate, and have made such other investigations, as I have deemed necessary or appropriate as a basis for the opinions set forth herein.

Based upon the foregoing, I advise you that, in my opinion the shares of common stock have been duly authorized and, when issued in accordance with the provisions of the Plan, will be validly issued, fully paid and non-assessable and that, in my opinion the preferred share purchase rights will be validly issued and binding obligations of Allstate under the laws of the State of Delaware.

I am licensed to practice law in Illinois. This opinion is limited to the Delaware General Corporation Law, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting those laws.

I consent to the filing of this opinion as an exhibit to the Amendment and to the use of my name wherever appearing in the Amendment. In giving this consent I do not admit that I am within the category of persons whose consent is required by Section 7 of the Securities Act of 1933 or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ EMMA M. KALAJDZIAN

Emma M. Kalaidjian

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[Exhibit 5](#)