

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

THE ALLSTATE CORPORATION

ALLSTATE FINANCING I

(Exact Name of Registrant as Specified in its Charter)

Delaware
Delaware

36-3871531
Applied For

(State of Incorporation or Organization;

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

c/o The Allstate Corporation
2775 Sanders Road
Northbrook, Illinois
(Address of Principal Executive Offices)

60062
(Zip Code)

If this Form relates to the registration
of a class of debt securities and is
effective upon filing pursuant to General
Instruction A(c)(L) please check the following
box. []

If this Form relates to the registration
of a class of debt securities and is
to become effective simultaneously with
the effectiveness of a concurrent registration
statement under the Securities Act of 1933
pursuant to General Instruction A(c)(2),
please check the following box. []

Securities to be registered pursuant to Section 12(b) of the Act.

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

7.95% Cumulative Quarterly Income
Preferred Securities (and the
Guarantee with respect thereto)

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:
None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

This Form 8-A/A is being filed with the Securities and Exchange Commission (the "Commission") to supplement the Registrants' original Registration Statement on Form 8-A by providing final pricing terms and incorporating by reference the definitive prospectus and prospectus supplement.

Item 1. Description of Registrant's Securities to be Registered

The class of securities to be registered hereby is the 7.95% Cumulative Quarterly Income Preferred Securities (the "Preferred Securities"), of Allstate Financing I, a statutory business trust created under the laws of the State of Delaware (the "Trust"). Each of the 22,000,000 Preferred Securities represent preferred undivided beneficial interests in the assets of the Trust, and are guaranteed by The Allstate Corporation, a Delaware corporation, and the depositor of the Trust, to the extent set forth in the Registration Statement on Form S-3 (Registration No. 333-10857) of the Trust and The Allstate Corporation, among other registrants, filed with the Commission on August 27, 1996 under the Securities Act of 1933, as amended (the "Act"), and Amendment No. 1 thereto filed with the Commission on September 30, 1996 (such Registration Statement, as so amended, being hereinafter referred to as the "Registration Statement"), and the prospectus for the Preferred Securities included therein, which descriptions are incorporated herein by reference. Definitive copies of the prospectus and the prospectus supplement describing the Preferred Securities, which have been filed pursuant to Rule 424(b) under the Act, shall be incorporated by reference into this Registration Statement on Form 8-A/A. ("Cumulative Quarterly Income Preferred Securities" is a servicemark of Goldman, Sachs & Co.)

Item 2. Exhibits.

- 2.1 Certificate of Trust dated August 21, 1996 of Allstate Financing I (incorporated herein by reference to Exhibit 4.5 to the Registration Statement).
- 2.2 Form of Amended and Restated Declaration of Trust of Allstate Financing I (incorporated herein by reference to Exhibit 4.13 to the Registration Statement).

- 2.3 Form of Preferred Security (incorporated herein by reference to Exhibit A-1 of Exhibit 4.13 to the Registration Statement).
- 2.4 Form of Preferred Securities Guarantee for the benefit of the holders of Preferred Securities of Allstate Financing I (incorporated herein by reference to Exhibit 4.14 to the Registration Statement).
- 2.5 Form of Indenture relating to subordinated debt securities between The Allstate Corporation and State Street Bank and Trust Company, as trustee (incorporated herein by reference to Exhibit 4.4 to the Registration Statement).
- 2.6 Form of Supplemental Indenture to be used in connection with the issuance of subordinated debt securities and Preferred Securities (incorporated herein by reference to Exhibit 4.4A to the Registration Statement).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized:

ALLSTATE FINANCING I

Dated: January 7, 1997

By: /s/ JOSEPH T. KANE

Joseph T. Kane, Trustee

THE ALLSTATE CORPORATION,
Depositor of the Registrant
and Guarantor under the
Guarantee

Dated: January 7, 1997

By: /s/ JAMES P. ZILS

Name: James P. Zils
Title: Vice President and
Treasurer