

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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 11, 2009

ALLSTATE LIFE INSURANCE COMPANY

(Exact name of Registrant as Specified in Charter)

Illinois
(State or other
jurisdiction of
organization)

0-31248
(Commission
File Number)

36-2554642
(IRS Employer
Identification No.)

3100 Sanders Road
Northbrook, Illinois
(Address of Principal Executive Offices)

60062
Zip

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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.

On June 11, 2009, Allstate Life Insurance Company, as sponsor of the Allstate Life Global Funding Medium Term Note Program, announced the early tender results of the maximum tender offers of the Allstate Life Global Funding Trusts listed in the table of the attached press release (the "Issuers") to purchase up to \$654,679,000 of the secured medium term notes of such Issuers in accordance with and subject to the terms set forth in the Offer to Purchase dated May 28, 2009. A copy of the press release is attached as Exhibit 99 to this report.

Section 9 — Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99	Registrant's press release issued June 11, 2009.

SIGNATURE

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 hereunto duly authorized.

By: /s/ Susan L. Lees

Name: Susan L. Lees

Title: Senior Vice President, General
Counsel and Secretary

Date: June 15, 2009



Allstate Life Insurance Company

FOR IMMEDIATE RELEASE

Contact: Maryellen Thielen
(847) 402-5600

Announcement of Early Tender Results of the Maximum Tender Offers for Allstate Life Global Funding Trusts' Medium Term Notes Secured by Funding Agreements Issued by Allstate Life Insurance Company.

Northbrook, Ill., June 11, 2009 — On Thursday, June 11, 2009, Allstate Life Insurance Company (“Allstate Life”), as sponsor of the Allstate Life Global Funding Medium Term Note Program, announced the early tender results of the maximum tender offers (the “Maximum Tender Offers”) of the Allstate Life Global Funding Trusts listed in the table below (the “Issuers”) to purchase up to \$654,679,000 of the secured medium term notes of such Issuers (the “Securities” and each a “Series” of Securities) in accordance with and subject to the terms set forth in the Offer to Purchase dated May 28, 2009 (the “Offer to Purchase”).

Under the terms and conditions specified in the Offer to Purchase, the maximum aggregate principal amount to be accepted in the Maximum Tender Offers and Any and All Offers (which expired at 5:00 p.m., New York City time, on June 4, 2009) will be \$1,600,000,000. The maximum principal amount (the “Maximum Principal Amount”) of Securities to be accepted by the Issuers pursuant to the Maximum Tender Offers will be \$654,679,000. An aggregate principal amount of \$945,321,000 of Securities had previously been validly tendered and accepted for purchase in the Any and All Offers by Allstate Life Global Funding Trust 2005-4, Allstate Life Global Funding Trust 2008-5, and Allstate Life Global Funding Trust 2007-7.

The maximum principal amount to be accepted in the Maximum Tender Offers will, in the case of the \$400,000,000 Floating Rate Notes due 2010 of Allstate Life Global Funding Trust 2007-5 (the “2007-5 Securities”), be \$400,000,000. The maximum principal amount to be accepted will, in the case of any Series of Securities with a higher numeric acceptance priority level (the “Acceptance Priority Level”) (as listed in the table below) than the 2007-5 Securities, be equal to the difference between \$1,600,000,000 and the sum of (x) \$945,321,000 and (y) the aggregate principal amount of the Securities properly tendered and accepted for purchase by the applicable Issuers with a lower numeric Acceptance Priority Level than such Series. If the principal amount of Securities tendered in any Maximum Tender Offer is greater than the applicable Maximum Principal Amount to be accepted, then the Securities of that Series accepted for purchase will be subject to proration (rounded downward such that holders of such Securities receive Securities in integral multiples of \$1,000) and no Securities with a higher numeric Acceptance Priority Level will be purchased.

According to the information provided by Global Bondholder Services Corporation, the depository for the Maximum Tender Offers, Securities in the principal amounts specified in the table below were validly tendered and not validly withdrawn in the Maximum Tender Offers at or before 5:00 p.m., New York City time, on June 10, 2009 (the “Early Tender Date”). The Issuers expect that the applicable payments for the Securities purchased pursuant to the Maximum

Tender Offers will be made by Global Bondholder Services Corporation, on behalf of the Issuers, in same-day funds on June 25, 2009.

The table below sets forth more fully the amount of securities validly tendered and accepted in the Maximum Tender Offers.

Allstate Life Global Funding Trust	CUSIP Number	Title of Security	Acceptance Priority Level	Principal Amount Outstanding	Full Tender Offer Consideration (1)	Early Tender Payment (2)	Late Tender Offer Consideration (1)	Principal Amount Tendered to date	Percentage of Outstanding Amount Tendered to date
2007-5	02003MBB9	\$400,000,000 Floating Rate Notes due 2010	1	\$400,000,000	\$991.25	\$30.00	\$961.25	\$202,428,000	50.61%
2008-1	02003MBM5	\$250,000,000 Floating Rate Notes due 2010	2	\$250,000,000	\$1,000.00	\$30.00	\$970.00	\$186,575,009	74.63%
2007-2	02003MAX2	\$250,000,000 Floating Rate Notes due 2010	3	\$250,000,000	\$996.00	\$30.00	\$966.00	\$0.00	0.00%
2004-5	02003MAE4	\$250,000,000 Floating Rate Notes due 2009	4	\$250,000,000	\$1,000.00	\$30.00	\$970.00	\$58,716,000	23.49%

(1) Per \$1,000 principal amount of Securities that are accepted for purchase. In the event of acceptance by the Issuers of tenders of Securities in denominations less than \$1,000 the applicable consideration will be calculated on a pro rated basis, rounded to the nearest penny.

(2) The applicable payment (each, an “Early Tender Payment”) per \$1,000 principal amount of Securities, as per the table above, payable with respect to Securities that are tendered in the Maximum Tender Offers prior to 5:00 p.m., New York City time, on

June 10, 2009 and accepted for purchase by the applicable Issuer.

Holders of Securities subject to the Maximum Tender Offers who validly tendered and did not validly withdraw their Securities on or before the Early Tender Date will receive the applicable Full Tender Offer Consideration (as described below). Holders of Securities subject to the Maximum Tender Offers who validly tender their Securities after the Early Tender Date and on or before 12:00 midnight, New York City time, on June 24, 2009, unless extended, (such date and time, as the same may be extended, the "Maximum Tender Offers Expiration Date") will receive the applicable Late Tender Offer Consideration (as shown in the table above), which is the applicable Full Tender Offer Consideration minus the applicable Early Tender Payment (as shown in the table above) per \$1,000 principal amount of Securities tendered by such holder that are accepted for purchase. Holders of Securities subject to the Maximum Tender Offers who validly tendered their Securities on or before the Early Tender Date may not withdraw their Securities after the Early Tender Date except in the limited circumstances described in the Offer to Purchase. Holders of the Securities subject to the Maximum Tender Offers who validly tender their Securities after the Early Tender Date but on or before the Maximum Tender Offers Expiration Date may not withdraw their Securities except in the limited circumstances described in the Offer to Purchase.

Banc of America Securities LLC and J.P. Morgan Securities Inc. are the Dealer Managers for the offers. Global Bondholder Services Corporation is acting as the Depositary and Information Agent.

For additional information regarding the terms of the Maximum Tender Offers please contact: Banc of America Securities LLC at (888) 292-0070 (toll free) or (980) 388-4603 (collect) and

J.P. Morgan Securities Inc. at (866) 834-4666 (toll free) or (212) 834-3424 (collect). Requests for documents and questions regarding the tendering of Securities may be directed to Global Bondholder Services Corporation at (866) 952-2200 (toll free) or (212) 430-3774 (collect).

The obligation of the Issuing Trusts to accept any Securities tendered and to pay the applicable consideration for them is set forth solely in the Offer to Purchase and the information in this press release is qualified by reference to the Offer to Purchase. This press release is not an offer to purchase or a solicitation of an offer to purchase or an acceptance of the tender offers.

Allstate Life was organized in 1957 as a stock life insurance company under the laws of the State of Illinois. Allstate Life, together with its subsidiaries, provides life insurance, retirement and investment products for individual and institutional customers. It conducts substantially all of its operations directly or through wholly owned United States subsidiaries. Allstate Life is a wholly owned subsidiary of Allstate Insurance Company, a stock property-liability insurance company organized under the laws of the State of Illinois. All of the outstanding stock of Allstate Insurance Company is owned by Allstate Insurance Holdings, LLC, which is wholly owned by The Allstate Corporation, a publicly owned holding company incorporated under the laws of the State of Delaware. In this section we refer to The Allstate Corporation and its consolidated subsidiaries as "Allstate."

The Allstate Corporation is the largest publicly held personal lines insurer in the United States. Widely known through the "You're In Good Hands With Allstate®" slogan, Allstate is reinventing protection and retirement to help individuals in approximately 17 million households protect what they have today and better prepare for tomorrow. Customers can access Allstate products and services such as auto insurance and homeowners insurance through approximately 14,700 exclusive Allstate agencies and financial representatives in the United States and Canada, or in select states at www.allstate.com and 1-800 Allstate®. Encompass® Insurance brand property and casualty products are sold exclusively through independent agents. The Allstate Financial Group provides life insurance, supplemental accident and health insurance, annuity, banking and retirement products designed for individual, institutional and worksite customers that are distributed through Allstate agencies, independent agencies, financial institutions and broker-dealers. Customers can also access information about Allstate Financial Group products and services at www.myallstatefinancial.com.

This release contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements involve estimates, projections, goals, forecasts, assumptions, risk and uncertainties that could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. Any forward-looking statement is based on information current as of the date of this press release and speaks only as of the date on which such statement is made, and no obligation is undertaken to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made.

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