

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Allstate Corporation

(Name of Issuer)

Common Stock, \$0.01 Par

(Title of Class of Securities)

020002 10 1

(CUSIP Number)

Check the following box if a fee is being paid with this statement . (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

NAMES OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Northern Trust Corporation	36-2723087
The Northern Trust Company	36-1561860
Northern Trust Bank of Arizona, NA	59-0258165
Northern Trust Bank of California, NA	94-2938925
Northern Trust Bank of Florida, NA	36-2798553
Northern Trust Bank of Texas, NA	75-1999849
Northern Trust Quantitative Advisors, Inc	36-3608252

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP2 Not Applicable (a)
(b) -----
S.E.C. USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION4 Northern Trust Corporation--a Delaware corporation with principal
offices in Chicago, Illinois-----
SOLE VOTING POWER

NUMBER OF	5	2,113,447
SHARES		
BENEFICIALLY	6	52,094,919
OWNED BY		

SOLE DISPOSITIVE POWER

EACH	7	2,999,615
REPORTING		
PERSON		
WITH	8	234,114

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 54,288,338

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES10 Not Applicable -----
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 6.62

TYPE OF REPORTING PERSON12 Northern Trust Corporation HC

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G UNDER THE SECURITIES EXCHANGE ACT OF 1934

Check the following box if a fee is being paid with statement [].

1. (a) Allstate Corporation
(Name of Issuer)

(b) 2775 Sanders Road, Northbrook, Illinois 60062
(Address of Issuer's Principal Executive Office)
2. (a) Northern Trust Corporation
(Name of Person Filing)

(b) 50 South LaSalle Street, Chicago, Illinois 60675
(Address of Person Filing)

(c) U.S. (Delaware Corporation)
(Citizenship)

(d) Common Stock, \$0.01 Par
(Title of Class of Securities)

(e) 020002 10 1
(CUSIP Number)
3. This statement is being filed by Northern Trust Corporation as a Parent Holding Company in accordance with S240.13d-1(b) (1) (ii) (G).
4. (a) 54,288,338
(Amount Beneficially Owned)

(b) 6.62
(Percent of Class)

(c) Number of shares as to which such person has:
 - (i) 2,113,447
(Sole Power to Vote or to Direct the Vote)
 - (ii) 52,094,919
(Shared Power to Vote or to Direct the Vote)
 - (iii) 2,999,615
(Sole Power to Dispose or Direct Disposition)
 - (iv) 234,114
(Shared Power to Dispose or Direct Disposition)

5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following:

6. Statement regarding ownership of 5 percent or more on behalf of another person:

7. Parent Holding Company reporting on behalf of the following subsidiaries, all of which are banks as defined in Section 3(a)(6) of the Act:

The Northern Trust Company 50 South LaSalle Street Chicago, IL 60675	Northern Trust Bank of Arizona N.A. 2398 East Camelback Road Phoenix, AZ 85016
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Northern Trust Bank of Florida N.A. 700 Brickell Avenue Miami, FL 33131	Northern Trust Bank of California N.A. 355 South Grand Avenue, Suite 2600 Los Angeles, CA 90071
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Northern Trust Bank of Texas N.A. 2020 Ross Avenue Dallas, TX 75201	Northern Trust Quantitative Advisors, Inc. 50 South LaSalle Street Chicago, IL 60675
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8. Identification and Classification of Members of the Group.

Not Applicable.

9. Notice of Dissolution of Group.

Not Applicable.

10. By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

NORTHERN TRUST CORPORATION

By: Perry R. Pero

DATED: 03-18-99

As its: Sr. Executive Vice
President

EXHIBIT TO SCHEDULE 13G
FILED BY NORTHERN TRUST CORPORATION

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549-1004
Attention: Filing Desk, Stop 1-4

RE: Allstate Corporation

Pursuant to the requirement of 240.13d-1(k) (1) (iii), this exhibit shall constitute our written agreement that the Schedule 13G to which this exhibit is attached is filed on behalf of Northern Trust Corporation and of its subsidiary(ies), as stated below, regarding our respective beneficial ownership in the above-captioned equity security.

NORTHERN TRUST CORPORATION

By: Perry R. Pero

DATED: 03-18-99

As its: Sr. Executive Vice
President

The NORTHERN TRUST COMPANY

By: Perry R. Pero
As its Sr. Executive Vice President

NORTHERN TRUST BANK OF ARIZONA, NA
NORTHERN TRUST BANK OF CALIFORNIA, NA
NORTHERN TRUST BANK OF FLORIDA, NA
NORTHERN TRUST BANK OF TEXAS, NA

By: Barry G. Hastings
As its Authorized Representative

NORTHERN TRUST QUANTITATIVE ADVISORS, INC.

By: John Goodwin
As its Managing Director