

FILE NO. 333-105208

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PRE-EFFECTIVE AMENDMENT NO. 2

ALLSTATE LIFE INSURANCE COMPANY  
(Exact Name of Registrant)

ILLINOIS 36-2554642  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification Number)

3100 SANDERS ROAD  
NORTHBROOK, ILLINOIS 60062  
847/402-5000

(Address and Phone Number of Principal Executive Office)

MICHAEL J. VELOTTA  
SENIOR VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL  
ALLSTATE LIFE INSURANCE COMPANY  
3100 SANDERS ROAD, SUITE J5B  
NORTHBROOK, ILLINOIS 60062  
847/402-5000

(Name, Complete Address and Telephone Number of Agent for Service)

COPIES TO:

RICHARD T. CHOI, ESQUIRE  
FOLEY & LARDNER  
3000 K STREET, NW SUITE 500  
WASHINGTON, D.C. 20007

HUGH D. BOHLENDER, ESQUIRE  
ALLSTATE LIFE INSURANCE COMPANY  
3100 SANDERS ROAD, SUITE J5B  
NORTHBROOK, IL 60062

Approximate date of commencement of proposed sale to the public: The annuity contracts and interests thereunder covered by this registration statement are to be issued promptly and from time to time after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: /X/

Explanatory Note

Registrant is filing this pre-effective amendment ("Amendment") to add a corrected Exhibit 5 to the registration statement. The new Exhibit 5 replaces the Exhibit 5 filed in Pre-Effective Amendment No. 1 to the registration statement on July 17, 2003 which contained a typographical error. The Amendment is not intended to amend or delete any part of the registration statement, except as specifically noted herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Registrant certifies that it has reasonable grounds to believe that it will meet all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the Township of Northfield, State of Illinois on the 21st day of July, 2003.

ALLSTATE LIFE INSURANCE COMPANY

(REGISTRANT)

By: /s/MICHAEL J. VELOTTA

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Michael J. Velotta  
Senior Vice President, Secretary  
and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the 21st day of July, 2003.

\*/CASEY J. SYLLA  
-----  
Casey J. Sylla  
Chairman of the Board, President and Director  
(Principal Executive Officer)

/s/MICHAEL J. VELOTTA  
-----  
Michael J. Velotta  
Senior Vice President, Secretary,  
General Counsel and Director

\*/DAVID A. BIRD  
-----  
David A. Bird  
Senior Vice President and Director

\*/MARGARET G. DYER  
-----  
Margaret G. Dyer  
Senior Vice President and Director

\*/MARLA G. FRIEDMAN  
-----  
Marla G. Friedman  
Senior Vice President and Director

\*/DANNY L. HALE  
-----  
Danny L. Hale  
Director

\*/EDWARD M. LIDDY  
-----  
Edward M. Liddy  
Director

\*/JOHN C. LOUNDS  
-----  
John C. Lounds  
Senior Vice President and Director

\*/J. KEVIN MCCARTHY  
-----  
J. Kevin McCarthy  
Senior Vice President and Director

\*/ROBERT W. PIKE  
-----  
Robert W. Pike  
Director

\*/SAMUEL H. PILCH  
-----  
Samuel H. Pilch  
Group Vice President and Controller  
(Principal Accounting Officer)

\*/STEVEN E. SHEBIK  
-----  
Steven E. Shebik  
Senior Vice President, Chief Financial Officer  
and Director (Principal Financial Officer)

\*/ERIC A. SIMONSON  
-----  
Eric A. Simonson  
Senior Vice President, Chief Investment  
Officer and Director

\*/KEVIN R. SLAWIN  
-----  
Kevin R. Slawin  
Senior Vice President and Director

\*/THOMAS J. WILSON, II

Director

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Thomas J. Wilson, II

\*/ By Michael J. Velotta, pursuant to Powers of Attorney previously filed or  
filed herewith.

EXHIBIT LIST

The following exhibits are filed herewith:

| Exhibit No. | Description                            |
|-------------|--|
| 5           | Opinion and Consent of General Counsel |

July 21, 2003

TO: ALLSTATE LIFE INSURANCE COMPANY  
NORTHBROOK, IL 60062

FROM: MICHAEL J. VELOTTA  
SENIOR VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL

RE: FORM S-3 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
FILE NO. 333-105208

With reference to Pre-Effective Amendment No. 2 to the Form S-3 Registration Statement filed by Allstate Life Insurance Company (the "Company"), as Registrant, with the Securities and Exchange Commission covering the Allstate ChoiceRate Annuity Contract described therein (the "Contracts"), I have examined such documents and such law as I have considered necessary and appropriate, and on the basis of such examination, it is my opinion that as of July 21, 2003:

1. The Company is duly organized and existing under the laws of the State of Illinois and has been duly authorized to do business and to issue the Contracts by the Director of Insurance of the State of Illinois.
2. The securities registered by the above Registration Statement when issued will be valid, legal and binding obligations of the Company.

I hereby consent to the filing of this opinion as an exhibit to the above referenced Registration Statement and to the use of my name under the caption "Legal Matters" in the prospectus constituting a part of the Registration Statement.

Sincerely,

/S/ MICHAEL J. VELOTTA

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Michael J. Velotta  
Senior Vice President, Secretary and General Counsel