

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.  
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FORM 8-K/A  
Amendment No. 1 to

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) May 19, 1998

The Allstate Corporation  
(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)	1-11840 (Commission File Number)	36-3871531 IRS Employer Identification Number)
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Allstate Plaza, Northbrook, Illinois (Address of Principal Executive Offices)	60062 (Zip Code)
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Registrant's telephone number, including area code (847) 402-6075

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Item 5. Other Events

On May 19, 1998 the Registrant's Board of Directors adopted resolutions to effect a 2-for-1 split (the "Stock Split") of the Registrant's Common Stock, \$0.01 par value (the "Common Stock"), in the form of a stock dividend. The additional shares of Common Stock are distributable July 1, 1998 to stockholders of record at the close of business on May 29, 1998.

In accordance with Rule 416 of the Commission's rules under the Securities Act of 1933 and the Commission staff's telephone interpretations manual, Registrant hereby adjusts the number of shares of Common Stock registered with the Commission on Form S-8 under The Allstate Corporation Equity Incentive Plan (Reg. Nos. 33-93762 and 33-77928), The Savings and Profit Sharing Fund of Allstate Employees (Reg. Nos. 333-40289 and 33-93758), The Allstate Corporation Employees Replacement Stock Plan (Reg. No. 33-93760), The Allstate Corporation Exclusive Agent Independent Contractors Stock Bonus Plan (Reg. No 333-23309), and The Allstate Corporation Equity Incentive Plan for Non-Employee Directors (Reg. No. 333-04919). Registrant also adjusts the number of shares registered with the Commission on Form S-3 (Reg. No. 333-34583) for issuance to transferees of options granted under the Registrant's Equity Incentive Plan, Employees Replacement Stock Plan and Equity Incentive Plan for Non-Employee Directors.

Registrant reflects below the additional number of shares registered under each registration statement as a result of the Stock Split, and the total of shares registered.

Additional Shares

Total Shares

Reg. No.	Shares Registered	Registered Per Stock Split	Registered
33-93762	11,000,000	11,000,000	22,000,000
33-77928	9,000,000	9,000,000	18,000,000
333-40289	5,000,000	5,000,000	10,000,000
33-93758	10,000,000	10,000,000	20,000,000
33-93760	2,000,000	2,000,000	4,000,000
333-34583	2,000,000	2,000,000	4,000,000
333-23309	1,000,000	1,000,000	2,000,000
333-04919	300,000	300,000	600,000

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 on Form 8K/A to its Current Report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE ALLSTATE CORPORATION

By /s/Robert W. Pike

Name: Robert W. Pike  
Title: Vice President, Secretary  
and General Counsel

June 4, 1999