

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
AMENDMENT NO. 1 TO

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

For the fiscal year ended December 31, 1999

OR

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

Commission file number 1-11840

THE ALLSTATE CORPORATION
(Exact name of registrant as specified in its charter)

Delaware 36-3871531
(State of Incorporation) (I.R.S. Employer Identification Number)

2775 Sanders Road, Northbrook, Illinois 60062
(Address of principal executive offices) (Zip Code)

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

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

Title of each class -----	Name of each exchange on which registered -----
Common Stock, par value \$0.01 per share	New York Stock Exchange Chicago Stock Exchange
7.95% Cumulative Quarterly Income Preferred Securities, Series A (issued by a wholly-owned trust of the Registrant)	New York Stock Exchange
7.125% Senior Quarterly Interest Bonds	New York Stock Exchange

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

On January 31, 2000, Registrant had 776,114,418 shares of common stock outstanding. Approximately 676,239,609 of these shares, having an aggregate market value (based on closing prices on January 31, 2000 reported in the New York Stock Exchange Composite listing) of approximately \$15.68 billion, were owned by stockholders other than the Registrant's directors and executive officers; Northern Trust Corporation, which is the trustee for The Savings and Profit Sharing Fund of Allstate Employees; and any person believed by the Registrant to own five percent or more of Registrant's outstanding common stock.

The Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

Documents Incorporated By Reference

Portions of the following documents are incorporated herein by reference as follows:

Parts I, II and III of this Form 10-K incorporate by reference certain information from the Registrant's Proxy Statement for its Annual Meeting of Stockholders to be held on May 18, 2000 (the "Proxy Statement").

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

There were 179,523 record holders of the Parent's common stock as of March 20, 2000. The principal market for the Parent's common stock is the New York Stock Exchange. The Parent's common stock is also listed on the Chicago Stock Exchange. Set forth below are the high and low prices of, and cash dividends declared for, the Parent's common stock during 1999 and 1998. Stock prices and dividends have been adjusted to reflect the 2-for-1 split of the Parent's common stock in July 1998:

	HIGH	LOW	CLOSE	DIVIDENDS DECLARED
1999				
First quarter	41	34 3/4	37 1/16	.150
Second quarter	40 3/4	34 13/16	35 7/8	.150
Third quarter	37 15/16	24 13/16	24 15/16	.150
Fourth quarter	30 9/16	22 7/8	24 1/16	.150

1998				
First quarter	49 3/16	40 15/16	45 31/32	.135
Second quarter	50 1/8	44 1/8	45 25/32	.135
Third quarter	52 3/8	36 1/16	41 1/2	.135
Fourth quarter	48 3/8	37	38 1/2	.135

Stock price ranges are from the New York Stock Exchange Composite

Listing.

The discussion of "Limitations on Dividends By Insurance Subsidiaries" on page 19 of this Form 10-K is incorporated by reference in this Item 5.

SIGNATURES

Pursuant to the Requirements of Section 13 of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 on Form 10-K/A to its Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

THE ALLSTATE CORPORATION
(Registrant)

/s/SAMUEL H. PILCH

By: Samuel H. Pilch
Controller
(Principal Accounting Officer)

March 28, 2000