

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>ALLSTATE CORP</u> (Last) (First) (Middle) <u>2775 SANDERS ROAD</u> (Street) <u>NORTHBROOK IL 60062</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN HOMESTAR CORP [None]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Footnote 1
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Series C Common Stock ⁽¹⁾	02/05/2004	(2)	J ⁽³⁾		325,158	A	\$0 ⁽³⁾	1,169,319	I	See footnote 4 ⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- 8.4% (assuming 10,000,000 shares of Series C Common Stock issued and outstanding); 12.5% (assuming 6,780,364 shares of Series C Common Stock issued and outstanding). In its Form 10-Q filed with the SEC on 2/3/04, American Homestar Corporation ("AHC") reported that 10,000,000 shares of its Series C Common Stock were issued and outstanding, of which 6,780,364 shares were issued and outstanding and 3,219,636 were deemed issued, outstanding and held in constructive trust for the benefit of shareholders to be determined in name and amount as the claims process is completed.
- The Allstate Corporation received notice of its share allocation for this transaction on 2/11/04 and did not participate in the selection of the date of execution for the transaction.
- The 325,158 shares were issued by AHC to Allstate entities pursuant to AHC's Third Amended Joint Plan of Reorganization in partial payment of their claims in AHC's Chapter 11 proceedings (Case No. 01-80017-G3-11, United States Bankruptcy Court for the Southern District of Texas, Galveston Division).
- Allstate Insurance Company, which is a wholly owned subsidiary of The Allstate Corporation received an additional 109,073 shares for a total of 389,847 shares and Allstate Life Insurance Company, a wholly owned subsidiary of Allstate Insurance Company received an additional 216,085 shares for a total of 779,472.

The Allstate Corporation, By
Allstate Insurance Company, 02/12/2004
Mary J. McGinn, Vice
President

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.