

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: MARCH 31, 2005

Check here if Amendment ; Amendment Number: _____
This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: ALLSTATE LIFE INSURANCE COMPANY
Address: 3075 SANDERS ROAD, SUITE G4A
NORTHBROOK, IL. 60062-7127

Form 13F File Number: 28-01037

The institutional manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: JAMES ZILS
Title: VICE PRESIDENT INVESTMENT OPERATIONS
Phone: 847-402-3073

Signature, Place, and Date of Signing:

/s/ JAMES ZILS NORTHBROOK, IL. 5/9/2005

[Signature] [City, State] [Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: ONE
Form 13F Information Table Entry Total: 97
Form 13F Information Table Value Total: 339,761 (THOUSAND)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

| No. | Form 13F File Number | Name |
|-----|----------------------|--------------------------|
| 1 | 028-10298 | ALLSTATE INVESTMENTS LLC |

FORM 13F REPORT

NAME OF REPORTING MANAGER: ALLSTATE LIFE INSURANCE COMPANY

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | OTHER MANAGERS | VOTING AUTHORITY |
|------------------------------|----------------|-----------|-----------------|-----------------|---------|-----------|----------------|----------------|------------------|
| | | | | | | | | | SOLE SHARED NONE |
| COSTCO WHOLESALE CORP | COMMON | 22160QAC6 | 884 | 20,000 | SH | | DEFINED | 1 | X |
| DANAHER CORP. | COMMON | 235851102 | 1,602 | 30,000 | SH | | DEFINED | 1 | X |
| GENERAL MOTORS CORP | REDEEMABLE P/S | 370442717 | 5,980 | 287,500 | SH | | DEFINED | 1 | X |
| GENERAL MOTORS SERIES B | REDEEMABLE P/S | 370442733 | 1,401 | 75,000 | SH | | DEFINED | 1 | X |
| JOHNSON & JOHNSON | COMMON | 478160104 | 2,519 | 37,500 | SH | | DEFINED | 1 | X |
| 3M COMPANY | DEBT | 88579Y101 | 5,453 | 6,050,000 | PRN | | DEFINED | 1 | X |
| AFFILIATED MANAGERS | DEBT | 008252AC2 | 1,101 | 1,000,000 | PRN | | DEFINED | 1 | X |
| AFFILIATED MANAGERS GRP | DEBT | 008252AC2 | 702 | 500,000 | PRN | | DEFINED | 1 | X |
| AGILENT TECHNOLOGIES INC | DEBT | 00846U101 | 2,456 | 2,500,000 | PRN | | DEFINED | 1 | X |
| ALLERGAN INC | DEBT | 018490AE2 | 3,180 | 3,650,000 | PRN | | DEFINED | 1 | X |
| ALLERGAN INC | DEBT | 018490AE2 | 523 | 600,000 | PRN | | DEFINED | 1 | X |
| ALZA CORP. | DEBT | 478160104 | 3,782 | 4,100,000 | PRN | | DEFINED | 1 | X |
| AMDOCS LIMITED | DEBT | 02342TAD1 | 2,107 | 2,250,000 | PRN | | DEFINED | 1 | X |
| AMDOCS LIMITED | DEBT | 02342TAD1 | 2,107 | 2,250,000 | PRN | | DEFINED | 1 | X |
| AMERICAN EXPRESS | DEBT | 025816AS8 | 6,391 | 6,250,000 | PRN | | DEFINED | 1 | X |
| AMERICAN INTERNATIONAL GROUP | DEBT | 026874AN7 | 3,220 | 3,500,000 | PRN | | DEFINED | 1 | X |
| AMERICAN INTL GROUP | DEBT | 026874AN7 | 6,848 | 10,375,000 | PRN | | DEFINED | 1 | X |
| ARROW ELECTRONIC | DEBT | 042735100 | 3,719 | 7,000,000 | PRN | | DEFINED | 1 | X |
| BJ SERVICES CO | DEBT | 055482103 | 3,075 | 3,750,000 | PRN | | DEFINED | 1 | X |
| BUNGE LTD FINANCE CORP | DEBT | 120568AE0 | 588 | 350,000 | PRN | | DEFINED | 1 | X |
| CARNIVAL CORP | DEBT | 143658AN2 | 3,128 | 2,300,000 | PRN | | DEFINED | 1 | X |
| CARNIVAL CORP | DEBT | 143658AN2 | 1,078 | 1,250,000 | PRN | | DEFINED | 1 | X |
| CARNIVAL CORP | DEBT | 143658AN2 | 2,717 | 3,500,000 | PRN | | DEFINED | 1 | X |
| CBRL GROUP INC | DEBT | 12489VAB2 | 3,201 | 6,500,000 | PRN | | DEFINED | 1 | X |
| CENTURYTEL INC | DEBT | 156700106 | 1,381 | 1,300,000 | PRN | | DEFINED | 1 | X |
| CENTURYTEL INC | DEBT | 156700106 | 2,125 | 2,000,000 | PRN | | DEFINED | 1 | X |
| COOPER CAMERON CORP | DEBT | 216640102 | 1,859 | 1,750,000 | PRN | | DEFINED | 1 | X |
| COOPER CAMERON CORP | DEBT | 216640102 | 1,063 | 1,000,000 | PRN | | DEFINED | 1 | X |
| COSTCO | DEBT | 22160QAC6 | 5,006 | 5,000,000 | PRN | | DEFINED | 1 | X |
| CSX CORP | DEBT | 126408103 | 6,563 | 7,500,000 | PRN | | DEFINED | 1 | X |
| DEVON ENERGY CORP | DEBT | 25179M103 | 5,451 | 4,750,000 | PRN | | DEFINED | 1 | X |
| DEVON ENERGY CORP. | DEBT | 25179M103 | 2,639 | 2,300,000 | PRN | | DEFINED | 1 | X |
| DOMINION RESOURCES INC | DEBT | 25746UAT6 | 7,147 | 6,750,000 | PRN | | DEFINED | 1 | X |
| DST SYSTEMS INC | DEBT | 233326107 | 1,171 | 1,000,000 | PRN | | DEFINED | 1 | X |
| DUKE ENERGY CORP | DEBT | 264399106 | 3,593 | 3,000,000 | PRN | | DEFINED | 1 | X |
| EASTMAN KODAK CO | DEBT | 277461BE8 | 6,075 | 5,000,000 | PRN | | DEFINED | 1 | X |
| FLUOR CORP | DEBT | 343412102 | 2,260 | 2,000,000 | PRN | | DEFINED | 1 | X |
| FRANKLIN RESOURCES INC | DEBT | 354613AC5 | 3,740 | 5,500,000 | PRN | | DEFINED | 1 | X |
| GATX CORP | DEBT | 361448AC7 | 1,171 | 1,000,000 | PRN | | DEFINED | 1 | X |
| GATX CORP | DEBT | 361448AC7 | 586 | 500,000 | PRN | | DEFINED | 1 | X |
| GENERAL MILLS INC | DEBT | 370334AU8 | 9,568 | 13,500,000 | PRN | | DEFINED | 1 | X |
| GENERAL MILLS INC | DEBT | 370334AU8 | 1,063 | 1,500,000 | PRN | | DEFINED | 1 | X |
| GOLDMAN SACHS GROUP INC | DEBT | 38141G104 | 2,521 | 2,600,000 | PRN | | DEFINED | 1 | X |
| GREATER BAY BANCORP | DEBT | 391648102 | 1,778 | 2,000,000 | PRN | | DEFINED | 1 | X |
| HALLIBURTON COMPANY | DEBT | 406216101 | 8,385 | 6,500,000 | PRN | | DEFINED | 1 | X |
| HARRIS CORP | DEBT | 413875AH8 | 415 | 275,000 | PRN | | DEFINED | 1 | X |
| HARRIS CORP | DEBT | 413875AH8 | 1,244 | 825,000 | PRN | | DEFINED | 1 | X |
| HASBRO INC | DEBT | 418056AN7 | 1,080 | 1,000,000 | PRN | | DEFINED | 1 | X |
| HCC INSURANCE HOLDINGS | DEBT | 404132AB8 | 3,652 | 3,250,000 | PRN | | DEFINED | 1 | X |
| HEALTH MANAGEMENT ASSOC | DEBT | 421933102 | 2,185 | 2,000,000 | PRN | | DEFINED | 1 | X |
| HEALTH MANAGEMENT ASSOC | DEBT | 421933102 | 3,278 | 3,000,000 | PRN | | DEFINED | 1 | X |
| HEWLETT PACKARD CO CONV | DEBT | 428236AC7 | 3,156 | 5,500,000 | PRN | | DEFINED | 1 | X |
| INCO LTD | DEBT | 453258AT2 | 3,979 | 3,000,000 | PRN | | DEFINED | 1 | X |
| INTL GAME TECHNOLOGY | DEBT | 459902102 | 4,425 | 6,900,000 | PRN | | DEFINED | 1 | X |
| INTL PAPER CO | DEBT | 460146103 | 6,832 | 12,450,000 | PRN | | DEFINED | 1 | X |
| IVAX CORP | DEBT | 465823102 | 8,511 | 8,500,000 | PRN | | DEFINED | 1 | X |
| IVAX CORP | DEBT | 465823102 | 1,277 | 1,250,000 | PRN | | DEFINED | 1 | X |
| LEAR CORP | DEBT | 521865AG0 | 1,141 | 2,500,000 | PRN | | DEFINED | 1 | X |
| LEGG MASON INC | DEBT | 524901AG0 | 904 | 1,000,000 | PRN | | DEFINED | 1 | X |
| LEHMAN BROTHERS HOLDINGS | DEBT | 524908100 | 1,910 | 2,000,000 | PRN | | DEFINED | 1 | X |
| LEHMAN BROTHERS HOLDINGS | DEBT | 524908100 | 2,978 | 3,000,000 | PRN | | DEFINED | 1 | X |
| LIBERTY MEDIA | DEBT | 530715AR2 | 2,659 | 3,115,000 | PRN | | DEFINED | 1 | X |
| LIBERTY MEDIA CORP | DEBT | 530715AR2 | 1,916 | 1,750,000 | PRN | | DEFINED | 1 | X |
| LOCKHEED MARTIN CORP | DEBT | 539830109 | 5,278 | 5,000,000 | PRN | | DEFINED | 1 | X |
| LOWES COMPANIES | DEBT | 548661CG0 | 3,286 | 3,500,000 | PRN | | DEFINED | 1 | X |
| LOWE'S COMPANIES INC | DEBT | 548661CG0 | 6,902 | 6,750,000 | PRN | | DEFINED | 1 | X |
| MASCO CORP | DEBT | 574599BB1 | 5,578 | 11,500,000 | PRN | | DEFINED | 1 | X |
| MEDIMMUNE INC | DEBT | 584699102 | 3,820 | 4,000,000 | PRN | | DEFINED | 1 | X |
| MEDTRONIC INC | DEBT | 585055AD8 | 11,272 | 11,300,000 | PRN | | DEFINED | 1 | X |
| MERRILL LYNCH & CO | DEBT | 590188W46 | 10,339 | 10,300,000 | PRN | | DEFINED | 1 | X |
| MORGAN STANLEY | DEBT | 617446448 | 2,253 | 2,500,000 | PRN | | DEFINED | 1 | X |
| NABORS INDUSTRIES INC | DEBT | 629568AL0 | 2,023 | 2,000,000 | PRN | | DEFINED | 1 | X |
| NEWS AMERICA INC | DEBT | 652482AZ3 | 7,779 | 13,500,000 | PRN | | DEFINED | 1 | X |
| ODYSSEY RE HOLDINGS | DEBT | 67612WAB4 | 2,413 | 2,000,000 | PRN | | DEFINED | 1 | X |
| OMNICOM GROUP | DEBT | 681919AR7 | 1,004 | 1,000,000 | PRN | | DEFINED | 1 | X |
| OMNICOM GROUP | DEBT | 681919AR7 | 6,524 | 6,500,000 | PRN | | DEFINED | 1 | X |
| PLACER DOME INC | DEBT | 725906AK7 | 2,408 | 2,250,000 | PRN | | DEFINED | 1 | X |
| PMI GROUP INC | DEBT | 69344M101 | 4,567 | 4,450,000 | PRN | | DEFINED | 1 | X |
| PPL ENERGY SUPPLY LLC | DEBT | 69351T106 | 2,240 | 2,000,000 | PRN | | DEFINED | 1 | X |
| PPL ENERGY SUPPLY LLC | DEBT | 69351T106 | 2,800 | 2,500,000 | PRN | | DEFINED | 1 | X |
| RADIANT GROUP INC | DEBT | 750236101 | 3,955 | 4,000,000 | PRN | | DEFINED | 1 | X |
| REEBOK INTL LTD | DEBT | 758110AH3 | 3,732 | 3,500,000 | PRN | | DEFINED | 1 | X |
| SLM CORP | DEBT | 78442PAC0 | 1,535 | 1,500,000 | PRN | | DEFINED | 1 | X |
| TEVA PHARMACEUT FIN BV | DEBT | 88164MAB4 | 5,421 | 3,700,000 | PRN | | DEFINED | 1 | X |
| TEVA PHARMACEUT FIN BV | DEBT | 88164MAB4 | 2,005 | 2,000,000 | PRN | | DEFINED | 1 | X |
| TEVA PHARMACEUT FIN NV | DEBT | 88164MAB4 | 879 | 600,000 | PRN | | DEFINED | 1 | X |

| | | | | | | | | |
|---|------|-----------|--------|------------|-----|---------|---|---|
| TJX COMPANIES | DEBT | 872540109 | 1,683 | 2,000,000 | PRN | DEFINED | 1 | X |
| TRANSOCEAN SEDCO FOREX | DEBT | G90078109 | 4,030 | 4,050,000 | PRN | DEFINED | 1 | X |
| TYCO INTL GROUP SA | DEBT | 902124106 | 9,611 | 6,450,000 | PRN | DEFINED | 1 | X |
| UNIV HEALTH SVCS | DEBT | 913903AL4 | 3,383 | 5,500,000 | PRN | DEFINED | 1 | X |
| WALT DISNEY COMPANY | DEBT | 254687106 | 10,988 | 10,000,000 | PRN | DEFINED | 1 | X |
| WATSON PHARMACEUTICALS | DEBT | 942683AC7 | 1,188 | 1,250,000 | PRN | DEFINED | 1 | X |
| WEATHERFORD INT'L | DEBT | 947074AB6 | 4,322 | 6,700,000 | PRN | DEFINED | 1 | X |
| WORLD COLOR PRESS, INC., CONVERTIBLE | DEBT | 981443AA2 | 1,024 | 1,000,000 | PRN | DEFINED | 1 | X |
| WYETH | DEBT | 983024100 | 9,227 | 9,000,000 | PRN | DEFINED | 1 | X |
| WYETH | DEBT | 983024100 | 769 | 750,000 | PRN | DEFINED | 1 | X |
| XCEL ENERGY INC | DEBT | 98389B100 | 1,088 | 750,000 | PRN | DEFINED | 1 | X |

| | | | | | | | | |
|---------------|--|----|---------|-------------|--|--|--|--|
| ----- | | | | | | | | |
| "STOCK" | | 5 | 12,385 | 450,000 | | | | |
| ----- | | | | | | | | |
| DEBT | | 92 | 327,375 | 359,240,000 | | | | |
| ----- | | | | | | | | |
| REPORT TOTALS | | 97 | 339,761 | 359,690,000 | | | | |
| ----- | | | | | | | | |