

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: JUNE 30, 2009

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: PAUL SCHUTT

Title: ASSISTANT VICE PRESIDENT INVESTMENT OPERATIONS

Phone: 847-402-5169

Signature, Place, and Date of Signing:

/s/ PAUL SCHUTT NORTHBROOK, IL. 08/12/09

[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: 42

Form 13F Information Table Value Total: 228,627 (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 (x1000) | SHARES/ PRN AMT | SH/ PUT/ PRN CALL | INVTMT DSCRETN | OTHER MANAGERS | VOTING AUTHORITY SOLE SHARED NONE |
|--|----------------|-----------|------------------|--------------------|----------------------|-------------------|-------------------|--------------------------------------|
| DOMINION RES INC VA | COMMON | 25746U109 | 1,027 | 30,745 | SH | DEFINED | 1 | X |
| SPDR S&P DEP RCPT TRADES AND QUOTES | COMMON | 78462F103 | 2,061 | 22,424 | SH | DEFINED | 1 | X |
| 3M COMPANY 0% 11/21/2032 | DEBT | 88579YAB7 | 8,587 | 10,223,000 | PRN | DEFINED | 1 | X |
| ALLEGHENY TECHNOLOGIES 4.250000% 06/01/2014 | DEBT | 01741RAD4 | 7,425 | 6,750,000 | PRN | DEFINED | 1 | X |
| ALLERGAN INC 1.500000% 04/01/2026 | DEBT | 018490AL6 | 5,589 | 5,500,000 | PRN | DEFINED | 1 | X |
| ALZA CORP 0% 07/28/2020 | DEBT | 02261WAB5 | 8,828 | 10,250,000 | PRN | DEFINED | 1 | X |
| AMGEN INC .375000% 02/01/2013 | DEBT | 031162AQ3 | 7,671 | 8,500,000 | PRN | DEFINED | 1 | X |
| ARCHER DANIELS .875000% 02/15/2014 | DEBT | 039483AW2 | 11,694 | 12,850,000 | PRN | DEFINED | 1 | X |
| BECKMAN COULTER INC 2.500000% 12/15/2036 | DEBT | 075811AD1 | 989 | 1,000,000 | PRN | DEFINED | 1 | X |
| BEST BUY 2.250000% 01/15/2022 | DEBT | 086516AF8 | 10,533 | 11,000,000 | PRN | DEFINED | 1 | X |
| CAMERON INTL CORP 2.500000% 06/15/2026 | DEBT | 13342BAB1 | 13,635 | 12,000,000 | PRN | DEFINED | 1 | X |
| CARNIVAL CORP 2.000000% 04/15/2021 | DEBT | 143658AN2 | 8,618 | 9,000,000 | PRN | DEFINED | 1 | X |
| CHESAPEAKE ENERGY CORP 2.250000% 12/15/2038 | DEBT | 165167CB1 | 921 | 1,500,000 | PRN | DEFINED | 1 | X |
| CMS ENERGY CORP 2.875000% 12/01/2024 | DEBT | 125896AW0 | 1,536 | 1,500,000 | PRN | DEFINED | 1 | X |
| COSTCO WHOLESALE CORP 0% 08/19/2017 | DEBT | 22160QAC6 | 332 | 320,000 | PRN | DEFINED | 1 | X |
| DANAHER CORP 0% 01/22/2021 | DEBT | 235851AF9 | 9,627 | 10,550,000 | PRN | DEFINED | 1 | X |
| DOMINION RESOURCES INC 2.125000% 12/15/2023 | DEBT | 25746UAT6 | 2,135 | 2,000,000 | PRN | DEFINED | 1 | X |
| DST SYSTEMS INC 4.125000% 08/15/2023 | DEBT | 233326AB3 | 1,479 | 1,500,000 | PRN | DEFINED | 1 | X |
| EMC CORP 1.750000% 12/01/2013 | DEBT | 268648AM4 | 2,397 | 2,350,000 | PRN | DEFINED | 1 | X |
| FISHER SCIENTIFIC INTL 3.250000% 03/01/2024 | DEBT | 338032AX3 | 10,156 | 8,350,000 | PRN | DEFINED | 1 | X |
| FLUOR CORP 1.500000% 02/15/2024 | DEBT | 343412AA0 | 322 | 175,000 | PRN | DEFINED | 1 | X |
| HCC INSURANCE HOLDINGS 1.300000% 04/01/2023 | DEBT | 404132AB8 | 10,758 | 9,825,000 | PRN | DEFINED | 1 | X |
| HENRY SCHEIN INC 3.000000% 08/15/2034 | DEBT | 806407AB8 | 1,123 | 1,000,000 | PRN | DEFINED | 1 | X |
| HOLOGIC INC 2.000000% 12/15/2037 | DEBT | 436440AA9 | 710 | 1,000,000 | PRN | DEFINED | 1 | X |
| INGERSOLL-RAND CO LTD 4.500000% 04/15/2012 | DEBT | 45687AAD4 | 1,339 | 1,000,000 | PRN | DEFINED | 1 | X |
| INTEL CORP 2.950000% 12/15/2035 | DEBT | 458140AD2 | 5,124 | 6,100,000 | PRN | DEFINED | 1 | X |
| INTL GAME TECHNOLOGY 2.600000% 12/15/2036 | DEBT | 459902AP7 | 7,085 | 7,175,000 | PRN | DEFINED | 1 | X |
| LABORATORY CORP AMERICA HOLDINGS | DEBT | 50540RAG7 | 6,958 | 12,500,000 | PRN | DEFINED | 1 | X |
| LIBERTY MEDIA CORP 3.250000% 03/15/2031 | DEBT | 530715AR2 | 390 | 1,000,000 | PRN | DEFINED | 1 | X |
| LIBERTY MEDIA LLC 3.125000% 03/30/2023 | DEBT | 530718AF2 | 1,273 | 1,500,000 | PRN | DEFINED | 1 | X |
| MEDTRONIC INC 1.625000% 04/15/2013 | DEBT | 585055AM8 | 7,831 | 8,500,000 | PRN | DEFINED | 1 | X |
| MYLAN LABORATORIES INC 1.250000% 03/15/2012 | DEBT | 628530AG2 | 866 | 1,000,000 | PRN | DEFINED | 1 | X |
| NABORS INDUSTRIES INC .940000% 05/15/2011 | DEBT | 629568AP1 | 8,370 | 9,000,000 | PRN | DEFINED | 1 | X |
| NASDAQ STOCK MARKET INC 2.500000% 08/15/2013 | DEBT | 631103AA6 | 2,050 | 2,500,000 | PRN | DEFINED | 1 | X |
| OMNICOM GROUP INC 0% 07/01/2038 | DEBT | 681919AT3 | 9,144 | 9,500,000 | PRN | DEFINED | 1 | X |
| RAYONIER TRS HOLDINGS IN 3.750000% 10/15/2012 | DEBT | 75508AAB2 | 3,820 | 4,000,000 | PRN | DEFINED | 1 | X |
| SCHLUMBERGER LIMITED 2.125000% 06/01/2023 | DEBT | 806857AD0 | 296 | 200,000 | PRN | DEFINED | 1 | X |
| TEVA PHARMACEUT FIN BV 1.750000% 02/01/2026 | DEBT | 88165FAA0 | 8,316 | 7,400,000 | PRN | DEFINED | 1 | X |
| TEVA PHARMACEUT FIN LLC .250000% 02/01/2024 | DEBT | 88164RAB3 | 3,831 | 2,700,000 | PRN | DEFINED | 1 | X |
| TRANSOCEAN INC 1.500000% 12/15/2037 | DEBT | 893830AV1 | 14,202 | 15,500,000 | PRN | DEFINED | 1 | X |
| US BANCORP 1.231250% 12/11/2035 | DEBT | 902973AM8 | 9,001 | 9,500,000 | PRN | DEFINED | 1 | X |
| WYETH 2.390000% 01/15/2024 | DEBT | 983024AD2 | 10,580 | 10,600,000 | PRN | DEFINED | 1 | X |
| "STOCK" | | 2 | 3,089 | 53,169 | | | | |
| DEBT | | 40 | 225,539 | 236,818,000 | | | | |
| REPORT TOTALS | | 42 | 228,627 | 236,871,169 | | | | |