# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

#### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): July 8, 2005

# ALLSTATE LIFE INSURANCE COMPANY

(Exact name of Registrant as Specified in Charter)

Illinois0-3124836-2554642(State or other<br/>jurisdiction of<br/>organization)(Commission<br/>File Number)(IRS Employer<br/>Identification No.)

3100 Sanders Road Northbrook, Illinois (Address of Principal Executive Offices)

60062

Zip

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Section 1 - Registrant's Business and Operations

#### Item 1.01. Entry into a Material Definitive Agreement

### **Investment Management Agreement**

On July 8, 2005, ALIC Reinsurance Company ("ALIC Re") and Allstate Investments, LLC ("LLC"), signed an Investment Management Agreement with an effective date of July 1, 2005 ("Agreement").

ALIC Re is a direct wholly owned subsidiary of the registrant, Allstate Life Insurance Company ("ALIC"). ALIC is a direct wholly owned subsidiary of Allstate Insurance Company, a direct wholly owned subsidiary of The Allstate Corporation ("Allcorp"). LLC is a direct wholly owned subsidiary of Allstate Non-Insurance Holdings, Inc., a direct wholly owned subsidiary of Allcorp.

The Agreement provides that LLC will serve as the investment manager for ALIC Re's assets that are being held in a reinsurance trust with The Bank of New York, as trustee, for the benefit of ALIC.

#### **SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

## ALLSTATE LIFE INSURANCE COMPANY

By: /s/ Mary J. McGinn

Name: Mary J. McGinn

Title: Vice President and Assistant Secretary