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 |X|; Amendment Number: 1

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. 5/16/2005
[Signature] [City, State] [Date]

Report Type (Check only one.):

|x| 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 hgoldings 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: 84

Form 13F Information Table Value Total: 298,504 (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

NAME OF REPORTING MANAGER: ALLSTATE LIFE INSURANCE COMPANY

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT		INVSTMT DSCRETN	OTHER MANAGERS	VOTING AUTHORITY SOLE SHARED NONE
COSTCO WHOLESALE CORP DANAHER CORP. GENERAL MOTORS CORP	COMMON COMMON REDEEMABLE	22160K105 235851102	884 1,602	20,000 30,000	SH SH	DEFINED DEFINED	1 1	X X
GENERAL MOTORS SERIES B	P/S REDEEMABLE	370442717	5,980	287,500	SH	DEFINED	1	Χ
JOHNSON & JOHNSON	P/S COMMON	370442733 478160104	1,401 2,519	75,000 37,500	SH SH	DEFINED DEFINED	1 1	X X
3M COMPANY	DEBT	88579YAB7	5,453	6,050,000	PRN	DEFINED	1	Х
AFFILIATED MANAGERS	DEBT	008252AC2	1,101	1,000,000	PRN	DEFINED	1	X
AGILENT TECHNOLOGIES INC	DEBT	00846UAB7	2,456	2,500,000	PRN	DEFINED	1	X
ALLERGAN INC ALZA CORP.	DEBT DEBT	018490AE2 02261WAB5	523 3,782	600,000	PRN PRN	DEFINED DEFINED	1 1	X X
AMDOCS LIMITED	DEBT	02342TAD1	2,107	4,100,000 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	026874AP2	6,848	10,375,000	PRN	DEFINED	1	X
AON CORP	DEBT	037389AT0	352	300,000	PRN	DEFINED	1	X
ARROW ELECTRONIC	DEBT	042735AY6	3,719	7,000,000	PRN	DEFINED	1	X
AXCAN PHARMA INC	DEBT	054923AB3	654	500,000	PRN	DEFINED	1	X X
BJ SERVICES CO CARNIVAL CORP	DEBT DEBT	055482AF0 143658AN2	3,075 3,128	3,750,000 2,300,000	PRN PRN	DEFINED DEFINED	1 1	X
CARNIVAL CORP	DEBT	143658AS1	1,078	1,250,000	PRN	DEFINED	1	X
CARNIVAL CORP	DEBT	143658AV4	2,717	3,500,000	PRN	DEFINED	1	X
CBRL GROUP INC	DEBT	12489VAB2	3,201	6,500,000	PRN	DEFINED	1	Χ
CENTURYTEL INC	DEBT	156700AH9	2,125	2,000,000	PRN	DEFINED	1	X
CHIRON CORP	DEBT	170040AG4	2,779	3,000,000	PRN	DEFINED	1	X
COOPER CAMERON CORP	DEBT	216640AE2	1,063	1,000,000	PRN	DEFINED	1	X
COSTCO	DEBT	22160QAC6	5,006	5,000,000	PRN	DEFINED	1	X
CSX CORP DEVON ENERGY CORP	DEBT DEBT	126408GA5 25179MAA1	6,563 5,451	7,500,000 4,750,000	PRN PRN	DEFINED DEFINED	1 1	X X
DEVON ENERGY CORP.	DEBT	25179MAB9	2,639	2,300,000	PRN	DEFINED	1	X
DIAMOND OFFSHORE DRILL	DEBT	25271CAE2	3,514	3,000,000	PRN	DEFINED	1	X
DOMINION RESOURCES INC	DEBT	25746UAT6	7,147	6,750,000	PRN	DEFINED	1	X
DUKE ENERGY CORP	DEBT	264399EJ1	3,593	3,000,000	PRN	DEFINED	1	X
EASTMAN KODAK CO	DEBT	277461BE8	6,075	5,000,000	PRN	DEFINED	1	X
ELECTRONCIS FOR IMAGING	DEBT	286082AA0	1,436	1,500,000	PRN	DEFINED	1	X
FLUOR CORP	DEBT	343412AA0	2,260	2,000,000	PRN	DEFINED	1	X
FRANKLIN RESOURCES INC	DEBT	354613AC5	3,740	5,500,000	PRN	DEFINED	1	X X
GATX CORP GENERAL MILLS INC	DEBT DEBT	361448AC7 370334AU8	586 1,063	500,000 1,500,000	PRN PRN	DEFINED DEFINED	1 1	X
GENZYME CORP	DEBT	372917AN4	1,015	1,000,000	PRN	DEFINED	1	X
GREATER BAY BANCORP	DEBT	391648AP7	1,778	2,000,000	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 DEBT	421933AF9	3,278	3,000,000	PRN PRN	DEFINED	1 1	X X
HEWLETT PACKARD CO CONV HILTON HOTELS CORP	DEBT	428236AC7 432848AZ2	3,156 3,473	5,500,000 3,000,000	PRN	DEFINED DEFINED	1	X
INCO LTD	DEBT	453258AT2	3,979	3,000,000	PRN	DEFINED	1	X
INTL GAME TECHNOLOGY	DEBT	459902AL6	4,425	6,900,000	PRN	DEFINED	1	X
INTL PAPER CO	DEBT	460146BM4	6,832	12,450,000	PRN	DEFINED	1	X
IVAX CORP	DEBT	465823AG7	8,511	8,500,000	PRN	DEFINED	1	X
KELLWOOD CO	DEBT	488044AF5	1,361	1,500,000	PRN	DEFINED	1	X
LEAR CORP	DEBT	521865AG0	1,141	2,500,000	PRN	DEFINED	1	X
LEGG MASON INC LEHMAN BROTHERS HOLDINGS	DEBT DEBT	524901AG0 524908LS7	904 1,910	1,000,000 2,000,000	PRN PRN	DEFINED DEFINED	1 1	X X
LIBERTY MEDIA	DEBT	530715AR2	2,659	3,115,000	PRN	DEFINED	1	X
LOCKHEED MARTIN CORP	DEBT	539830AP4	5,278	5,000,000	PRN	DEFINED	1	X
LOWES COMPANIES	DEBT	548661CF2	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	584699AE2	3,820	4,000,000	PRN	DEFINED	1	X
MEDTRONIC INC	DEBT DEBT	585055AD8 590188W46	11,272	11,300,000 10,300,000	PRN PRN	DEFINED	1 1	X X
MERRILL LYNCH & CO MORGAN STANLEY	DEBT	617446GR4	10,339 2,253	2,500,000	PRN	DEFINED DEFINED	1	X
NABORS INDUSTRIES INC	DEBT	629568AL0	2,233	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	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	69344MAE1	4,567	4,450,000	PRN	DEFINED	1	X
PPL ENERGY SUPPLY LLC	DEBT	69352JAE7	2,800	2,500,000	PRN	DEFINED	1	X
RADIAN GROUP INC	DEBT	750236AF8	3,955	4,000,000	PRN	DEFINED	1 1	X
REEBOK INTL LTD SLM CORP	DEBT DEBT	758110AH3 78442PAC0	3,732 1,535	3,500,000 1,500,000	PRN PRN	DEFINED DEFINED	1	X X
TEVA PHARMACEUT FIN BV	DEBT	88164MAB4	5,421	3,700,000	PRN	DEFINED	1	X
TEVA PHARMACEUT FIN BV	DEBT	88164RAB3	2,005	2,000,000	PRN	DEFINED	1	X
TJX COMPANIES	DEBT	872540AL3	1,683	2,000,000	PRN	DEFINED	1	X
TRANSOCEAN SEDCO FOREX	DEBT	893830AD1	4,030	4,050,000	PRN	DEFINED	1	Χ
TYCO INTL GROUP SA	DEBT	902118BF4	9,611	6,450,000	PRN	DEFINED	1	Χ
UNIV HEALTH SVCS	DEBT	913903AL4	3,383	5,500,000	PRN	DEFINED	1	X
WALT DISNEY COMPANY	DEBT	254687AU0	10,988	10,000,000	PRN	DEFINED	1	X
WATSON PHARMACEUTICALS WEATHERFORD INT'L	DEBT DEBT	942683AC7 947074AB6	1,188 4 322	1,250,000	PRN PRN	DEFINED DEFINED	1 1	X X
WORLD COLOR PRESS, INC.,	DEDI	341014AD0	4,322	6,700,000	r r/N	DELTINED	1	^
CONVERTIBLE	DEBT	981443AA2	1,024	1,000,000	PRN	DEFINED	1	Χ

WYETH	DEBT	983024AD2	769	750,000	PRN	DEFINED	1	Х
"STOCK"		5	12,385	450,000	-			
DEBT		79 2	286,118	317,015,000				
REPORT TOTALS				317,465,000				