

ALLSTATE CORP  
Form 8-K  
September 15, 2005

**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): September 11, 2005**

**THE ALLSTATE CORPORATION**

(Exact name of Registrant as Specified in Charter)

**Delaware**  
(State or other  
jurisdiction of  
organization)

**1-11840**  
(Commission  
File Number)

**36-3871531**  
(IRS Employer  
Identification No.)

**2775 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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o 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))
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**Section 5 Corporate Governance and Management**

**Item 5.03.**

Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.



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On September 11, 2005, the Registrant's Board of Directors adopted a resolution, effective immediately, to amend Article IV of the Registrant's bylaws and to restate the bylaws. Article IV was amended to: (1) permit indemnification of employees of subsidiaries providing services to the Registrant; (2) change the circumstances under which an Employee Indemnitee may be indemnified; (3) clarify items included in indemnification; (4) change the conditions under which expenses are advanced; (5) change the impact of modifications of law or Article IV; and (6) exclude indemnification for actions, suits, or proceedings initiated by a Covered Person, unless the Board authorizes such action, suit or proceeding. A copy of the amended and restated bylaws is furnished as Exhibit 3.1 to this report.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	The Allstate Corporation Amended and Restated Bylaws September 11, 2005.

**SIGNATURE**

**SIGNATURE**

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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.

**THE ALLSTATE CORPORATION**

By: /s/ Mary J. McGinn  
Name: Mary J. McGinn  
Title: Assistant Secretary

Date: September 13, 2005