



Allstate[®]
You're in good hands.

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THE ALLSTATE CORPORATION

2775 Sanders Road

Northbrook, Illinois 60062-6127

March 25, 2005

Notice of 2005 Annual Meeting and Proxy Statement

Dear Stockholder:

You are invited to attend Allstate's 2005 annual meeting of stockholders to be held on Tuesday, May 17, 2005. The meeting will be held at 11 a.m. in the 8th floor Auditorium of Harris Trust and Savings Bank, at 115 South LaSalle, Chicago, Illinois.

We encourage you to review the notice of annual meeting, proxy statement, financial statements and management's discussion and analysis provided in this booklet to learn more about your company.

As always, your vote is important. I encourage you to vote as soon as possible, either by telephone, Internet or mail. Please use one of these methods to vote before the meeting even if you plan to attend the meeting.

Sincerely,

Edward M. Liddy
Chairman, President and
Chief Executive Officer

THE ALLSTATE CORPORATION

2775 Sanders Road
Northbrook, Illinois 60062-6127

March 25, 2005

Notice of 2005 Annual Meeting of Stockholders

The annual meeting of stockholders of The Allstate Corporation (“Allstate” or the “Company”) will be held in the 8th floor Auditorium of Harris Trust and Savings Bank located at 115 South LaSalle, Chicago, Illinois on Tuesday, May 17, 2005, at 11 a.m. for the following purposes:

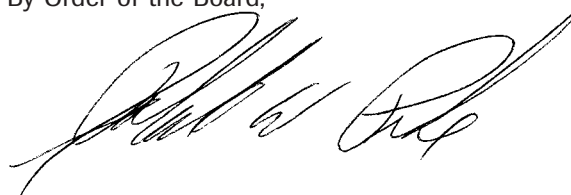
1. To elect to the Board of Directors twelve directors to serve until the 2006 annual meeting
2. To ratify the appointment of Deloitte & Touche LLP as Allstate’s independent public accountants for 2005
3. To consider one stockholder proposal, if properly presented.

In addition, any other business properly presented may be acted upon at the meeting.

Please note that space limitations make it necessary to limit attendance to the stockholder and one guest. Admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at 9:45 a.m. Each stockholder may be asked to present picture identification. Stockholders holding Allstate stock through a bank, brokerage or other nominee account are asked to bring their account statement showing ownership as of the record date, March 18, 2005. Cameras, recording devices or other electronic devices will not be allowed in the meeting.

Allstate began mailing this annual report, proxy statement, proxy cards and/or voting instruction forms to its stockholders and to participants in its profit sharing fund on March 25, 2005.

By Order of the Board,



Robert W. Pike
Secretary