

AMERICAN HOMESTAR CORP
Form SC 13G/A
February 12, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

OMB APPROVAL
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**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

American Homestar Corporation

(Name of Issuer)

Series C Common Stock

(Title of Class of Securities)

026652 10 7

(CUSIP Number)

12/31/03

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 026652 10 7

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
The Allstate Corporation
36-3871531
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | | |
|---|----|--|-----------------------------------|
| | 5. | | Sole Voting Power
844,161 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | | Shared Voting Power
0 |
| | 7. | | Sole Dispositive Power
844,161 |
| | 8. | | Shared Dispositive Power
0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
844,161
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
N/A
 11. Percent of Class Represented by Amount in Row (9)
8.4% (assuming 10,000,000 shares of Series C Common Stock issued and outstanding) (1)
12.5% (assuming 6,780,364 shares of Series C Common Stock issued and outstanding) (1)
 12. Type of Reporting Person (See Instructions)
HC

*SEE INSTRUCTION BEFORE FILLING OUT!

Item 1.

- (a) Name of Issuer
American Homestar Corporation
- (b) Address of Issuer's Principal Executive Offices
2450 South Shore Boulevard
League City, Texas 77573

Item 2.

- (a) Name of Person Filing
The Allstate Corporation
- (b) Address of Principal Business Office or, if none, Residence
2775 Sanders Road
Northbrook, Illinois 60062-6127
- (c) Citizenship
Delaware
- (d) Title of Class of Securities
Series C Common Stock
- (e) CUSIP Number
026652 10 7

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
844,161
- (b) Percent of class:
8.4% (assuming 10,000,000 shares of Series C Common Stock issued and outstanding) (1)
12.5% (assuming 6,780,364 shares of Series C Common Stock issued and outstanding) (1)
- (c) Number of shares as to which the person (2) has:
 - (i) Sole power to vote or to direct the vote
844,161
 - (ii) Shared power to vote or to direct the vote
0
 - (iii) Sole power to dispose or to direct the disposition of
844,161
 - (iv) Shared power to dispose or to direct the disposition of
0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Allstate Insurance Company and Allstate Life Insurance Company are insurance companies as that term is defined in Section 3(a)(19) of the Securities Exchange Act of 1934.

Item 8. Identification and Classification of Members of the Group
N/A

Item 9. Notice of Dissolution of Group
N/A

Item 10. Certification
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(1) Number of Shares Issued and Outstanding: In its Form 10-Q filed with the SEC on February 3, 2004, American Homestar Corporation (the Company) reported that 10,000,000 shares of its Series C common stock were issued and outstanding, of which 6,780,364 shares were issued and outstanding and 3,219,636 were deemed issued, outstanding and held in constructive trust for the benefit of shareholders to be determined in name and amount as the claims process is completed.

(2) Allstate Insurance Company, a wholly owned subsidiary of The Allstate Corporation, beneficially owns 280,774 shares of Series C Common Stock. Allstate Life Insurance Company, a wholly owned subsidiary of Allstate Insurance Company, beneficially owns 563,387 shares of Series C Common Stock.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2004

THE ALLSTATE CORPORATION

By: ALLSTATE INSURANCE COMPANY

By: /s/ Mary J. McGinn
Mary J. McGinn
Vice President