

WILSON THOMAS J
Form 4
February 24, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON THOMAS J

2. Issuer Name and Ticker or Trading Symbol
ALLSTATE CORP [ALL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NORTHBROOK, IL 60062-6127

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/22/2010 | | M | 18,700 | A | \$ 177,434.97 | D |
| Common Stock | 02/22/2010 | | F | 5,508 | D | \$ 31.22 171,926.97 | D |
| Common Stock | 02/22/2010 | | M | 4,750 | A | \$ 176,676.97 | D |
| Common Stock | 02/22/2010 | | F | 1,399 | D | \$ 31.22 175,277.97 (2) | D |
| Common Stock | | | | | | 4,184.3864 (3) | I By 401(k) Plan |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|--------|----------------------------------------------------------|------------------|-------------------------------------------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | |
| Restricted Stock Units | (1) | 02/22/2010 | | M | | 18,700 | 02/21/2010 | 02/21/2010 | Common Stock |
| Restricted Stock Units | (1) | 02/22/2010 | | M | | 4,750 | 02/21/2010 | 02/21/2010 | Common Stock |
| Restricted Stock Units | (4) | 02/22/2010 | | A | 70,869 | | (4) | (4) | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 31.41 | 02/22/2010 | | A | 417,576 | | (5) | 02/22/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILSON THOMAS J C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127 | X | | Chairman, President and CEO | |

Signatures

/s/ Katherine A. Smith, attorney-in-fact for Mr. Wilson
02/24/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Conversion of previously awarded grant of restricted stock units (RSUs) representing the right to receive one share of Allstate common stock, without the payment of any consideration, pursuant to The Allstate Corporation Amended and Restated 2001 Equity Incentive Plan.
- (1) Form reflects 49.568 shares acquired during the period April 7, 2009 through January 8, 2010 through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.
- (2) Reflects acquisition of 362.0636 shares of The Allstate Corporation common stock since May 28, 2009 under the Allstate 401 (k) Savings Plan, pursuant to the most recent plan statement, dated February 16, 2010.
- Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation 2009 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock on the day following the last day of the period of restriction (the conversion date). The period of restriction shall begin on February 22, 2010, and 50% of the total number of RSUs will convert on February 22, 2012, 25% will convert on February 22, 2013, and the remaining 25% will convert on February 22, 2014.
- (4) Option exercisable in three increments with 50% vesting on February 22, 2012, 25% vesting on February 22, 2013, and the remaining 25% vesting on February 22, 2014.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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