

WILSON THOMAS J
Form 4
May 02, 2007

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)
C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and CEO

(Street)
NORTHBROOK, IL 60062-6127

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/30/2007 | | M | 69,250 A \$ 33.38 | 167,933.087 (1) | D | |
| Common Stock | 04/30/2007 | | M | 38,934 A \$ 36.64 | 206,867.087 (1) | D | |
| Common Stock | 04/30/2007 | | F(2) | 37,091 D \$ 62.32 | 169,776.087 (1) | D | |
| Common Stock | 04/30/2007 | | F(3) | 12,686 D \$ 62.32 | 157,090.087 (1) | D | |
| Common Stock | 04/30/2007 | | F(3) | 6,329 D \$ 62.32 | 150,761.087 (1) | D | |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|----------|---------------------------|---|----------------|
| Common Stock | 04/30/2007 | F ⁽²⁾ | 22,890 | D | \$ 62.32 | 127,871.087 <u>(1)</u> | D | |
| Common Stock | | | | | | 3,204.1969 <u>(4)</u> | I | by 401(k) Plan |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 33.38 | 04/30/2007 | | M | | 69,250 | 02/07/2006 02/07/2012 | Common Stock | 69,250 |
| Employee Stock Option (right to buy) | \$ 36.64 | 04/30/2007 | | M | | 38,934 | 08/14/2000 08/14/2007 | Common Stock | 38,934 |
| Employee Stock Option (right to buy) | \$ 62.32 | 04/30/2007 | | A | 37,091 | <u>(5)</u> | <u>(6)</u> | Common Stock | 37,091 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILSON THOMAS J C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD | | | President and CEO | |

NORTHBROOK, IL 60062-6127

Signatures

THOMAS J
WILSON

05/02/2007

__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).
- (5) The option vests in four increments, 9,272 shares on April 30, 2008, 9,273 shares on April 30, 2009, 9,273 shares on April 30, 2010, and 9,273 shares on April 30, 2011.
- (1) Form reflects 102.147 shares acquired during period from January 9, 2007 through April 5, 2007 through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.
- (6) Option expiration date is February 7, 2012.
- (4) Reflects acquisition of 19.3587 shares of The Allstate Corporation common stock since February 14, 2007 under The Savings and Profit Sharing Fund of Allstate Employees, a 401(k) plan, pursuant to the most recent plan statement, dated April 30, 2007.
- (3) Delivery of shares to issuer to pay minimum tax withholding liability incurred in connection with the exercise.
- (2) Delivery of already-owned stock to issuer in payment of option exercise price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.