

WILSON THOMAS J

Form 4

June 26, 2006

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O THE ALLSTATE  
CORPORATION, 2775 SANDERS  
ROAD**

(Street)

**NORTHBROOK, IL 60062-6127**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/22/2006**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**President and COO**

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

**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	06/22/2006		M		10,995	A	\$ 36.01	111,473.997 (1)	D
Common Stock	06/22/2006		F(2)		7,432	D	\$ 53.27	104,041.997 (1)	D
Common Stock	06/22/2006		F(3)		1,405	D	\$ 53.27	102,636.997 (1)	D
Common Stock								2,987.2274 (4)	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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(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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.01	06/22/2006		M	10,995	<u>(5)</u> 08/15/2006	Common Stock	10,995

## 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

President  
and COO

## Signatures

THOMAS J  
WILSON      06/26/2006

\_\_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) Remaining increment of employee stock option to purchase 5,497 shares of common stock to vest on August 13, 2006.
- (4) Reflects acquisition of 165.2272 shares of The Allstate Corporation common stock since June 20, 2005 under The Savings and Profit Sharing Fund of Allstate Employees, a 401(k) plan, pursuant to the most recent plan statement, dated June 23, 2006.
- (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.

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- (1) Form also reflects 1,103.633 shares acquired during period of April 7, 2005 through April 6, 2006 through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.

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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