

WILSON THOMAS J
Form 4
February 24, 2009

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)
02/22/2009

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/22/2009 | | M | V Amount (A) or (D) Price | 16,818 A \$ 0 ⁽¹⁾ ₍₂₎ 146,871.769 | D | |
| Common Stock | 02/22/2009 | | M | V Amount (A) or (D) Price | 4,750 A \$ 0 ⁽¹⁾ 151,621.769 | D | |
| Common Stock | 02/22/2009 | | F ⁽³⁾ | V Amount (A) or (D) Price | 4,953 D \$ 18.44 146,668.769 | D | |
| Common Stock | 02/22/2009 | | F ⁽³⁾ | V Amount (A) or (D) Price | 1,399 D \$ 18.44 145,269.769 | D | |
| Common Stock | | | | | 3,791.8789 ⁽⁴⁾ | I | By 401(k) Plan |

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- (2) Form reflects 50,589 shares acquired during period of 10/6/08 through 1/7/09 through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.
- (3) Delivery of shares to Company to satisfy tax withholding obligation in connection with conversion into common stock of previously awarded RSUs.
- (4) Reflects acquisition of 247,879.3 shares of The Allstate Corporation common stock since July 31, 2008 under The Savings and Profit Sharing Fund of Allstate Employees, a 401(k) plan, pursuant to the most recent plan statement, dated February 17, 2009.
- (5) Remaining increment of restricted stock units will unrestrict on February 21, 2010.

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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