

Lees Susan L
 Form 3
 June 13, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| A Lees Susan L (Last) (First) (Middle) | | | 06/07/2012 | ALLSTATE CORP [ALL] | |
| C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD (Street) | | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) ___X___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person |
| NORTHBROOK, IL 60062-6127 (City) (State) (Zip) | | | ___ Director 10% Owner ___X___ Officer Other (give title below) (specify below) EVP and General Counsel | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 7,478 | I | By 401(k) Plan |
| Common Stock | 2,551 | D | ^ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Option (Right to Buy) | 02/20/2011 | 02/20/2017 | Common Stock | 2,895 | \$ 62.24 | D | Â |
| Employee Stock Option (Right to Buy) | 02/21/2010 | 02/21/2016 | Common Stock | 3,038 | \$ 53.84 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(1)</u> | 02/21/2022 | Common Stock | 10,552 | \$ 31.56 | D | Â |
| Employee Stock Option (Right to Buy) | 02/22/2009 | 02/22/2015 | Common Stock | 2,526 | \$ 52.57 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(2)</u> | 02/22/2020 | Common Stock | 17,187 | \$ 31.41 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(3)</u> | 02/22/2021 | Common Stock | 7,257 | \$ 31.74 | D | Â |
| Employee Stock Option (Right to Buy) | 02/26/2012 | 02/26/2018 | Common Stock | 5,111 | \$ 48.82 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(4)</u> | 02/27/2019 | Common Stock | 22,337 | \$ 16.83 | D | Â |
| Employee Stock Option (Right to Buy) | 02/06/2008 | 02/06/2014 | Common Stock | 3,106 | \$ 45.96 | D | Â |
| Employee Stock Option (Right to Buy) | 02/07/2007 | 02/07/2013 | Common Stock | 767 | \$ 31.78 | D | Â |
| Restricted Stock Units | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 8,696 | \$ <u>(5)</u> | D | Â |
| Restricted Stock Units | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 903 | \$ <u>(6)</u> | D | Â |
| Restricted Stock Units | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 6,571 | \$ <u>(7)</u> | D | Â |
| Restricted Stock Units | 02/27/2013 | 02/27/2013 | Common Stock | 3,931 | \$ <u>(8)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lees Susan L C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127 | Â | Â | Â EVP and General Counsel | Â |

Signatures

/s/ Lisette Willemsen, attorney-in-fact for
Ms. Lees

06/13/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Stock option award granted on February 21, 2012 for 10,552 shares of common stock vesting in 3 increments. 50% vesting on February 21, 2014, 25% vesting on February 21, 2015, and the remaining 25% vesting on February 21, 2016.
- (2) Stock option award granted on February 22, 2010 for 17,187 shares of common stock vesting in 3 increments. 50% vested on February 22, 2012. The remaining increments will vest 25% on February 22, 2013 and 25% on February 22, 2014.
- (3) Stock option award granted on February 22, 2011 for 7,257 shares of common stock vesting in 3 increments. 50% vesting on February 22, 2013, 25% vesting on February 22, 2014, and the remaining 25% vesting on February 22, 2015.
- (4) Stock option award granted on February 27, 2009 for 22,337 shares of common stock vesting in 4 annual increments with the remaining 25% increment vesting on February 27, 2013.

Award of Restricted Stock Units (RSUs) granted on February 21, 2012 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). 50% of the total number of RSUs will convert on February 21, 2014, 25% will convert on February 21, 2015, and the remaining 25% will convert on February 21, 2016.
- (5) Award of Restricted Stock Units (RSUs) granted on February 21, 2012 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). 50% of the total number of RSUs will convert on February 21, 2014, 25% will convert on February 21, 2015, and the remaining 25% will convert on February 21, 2016.
- (6) Award of Restricted Stock Units (RSUs) granted on February 22, 2010 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). 50% of the total number of RSUs converted on February 22, 2012, 25% will convert on February 22, 2013, and the remaining 25% will convert on February 22, 2014.
- (7) Award of Restricted Stock Units (RSUs) granted February 22, 2011 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). 50% of the total number of RSUs will convert on February 22, 2013, 25% will convert on February 22, 2014, and the remaining 25% will convert on February 22, 2015.
- (8) Award of Restricted Stock Units (RSUs) granted on February 27, 2009 under The Allstate Corporation Amended and Restated 2001 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 total number of RSUs will convert on February 27, 2013.

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.