Sorenson Steven P Form 4 February 24, 2009

FORM 4

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

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response...

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

SECURITIES

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Sorenson Steven P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ALLSTATE CORP [ALL]

(Check all applicable)

C/O THE ALLSTATE

(First)

(Middle)

3. Date of Earliest Transaction (Month/Day/Year) 02/22/2009

Director 10% Owner Officer (give title __X_ Other (specify below) below)

SVP Allstate Insurance Company

CORPORATION, 2775 SANDERS **ROAD**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NORTHBROOK, IL 60062-6127

(City)	(State)	Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/22/2009		M	600	A	\$0(1)	10,680.13 (2)	D	
Common Stock	02/22/2009		M	2,470	A	\$ 0 (1)	13,150.13	D	
Common Stock	02/22/2009		F(3)	881	D	\$ 18.44	12,269.13	D	
Common Stock	02/22/2009		F(3)	184	D	\$ 18.44	12,085.13	D	
Common Stock							1,723.2369 (4)	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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SEC 1474 (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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (1)	02/22/2009		M	600	<u>(5)</u>	02/21/2010	Common Stock	600
Restricted Stock Units	\$ 0 (1)	02/22/2009		M	2,470	02/22/2009	02/22/2009	Common Stock	2,470

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sorenson Steven P C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127

SVP Allstate Insurance Company

Signatures

/s/ Steven P. 02/23/2009 Sorenson

**Signature of Date
Reporting Person

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).

(1)

Reporting Owners 2

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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.

- (2) Form reflects .552 shares acquired during period of 4/4/08 through 1/7/09 through the Shareowner Service Plus Plan, which reinvests dividens 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 232.4712 shares of The Allstate Corporation common stock since February 11, 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. 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.