Edgar Filing: ALLSTATE CORP - Form 4

ALLSTAT	ECORP											
Form 4 March 03, 2	2009											
FORM	ЛЛ								PPROVAL			
	• • UNITED	STATES					COMMISSIO	N OMB Number:	3235-0287			
Washington, D.C. 20549								Expires:	January 31, 2005			
if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Secur						CNEFICIAL OWNERSHIP OF TIES Estimated avera burden hours per response						
obligation may con <i>See</i> Inst 1(b).	ons ntinue. Section 17(a) of the H	Public U	Jtility Hol	ding Co		of 1935 or Secti					
(Print or Type	Responses)											
1. Name and WALKER	2. Issuer Name and Ticker or Trading Symbol ALLSTATE CORP [ALL]				5. Relationship of Reporting Person(s) to Issuer							
(Last)	(First) (I	Middle)		of Earliest T	_	-	(Ch	(Check all applicable)				
C/O THE A CORPORA	NDERS	(Month/Day/Year) 02/27/2009				Director 10% Owner Officer (give title X Other (specify below) SVP Allstate Insurance Company						
ROAD												
				4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
NORTHBI	ROOK, IL 60062-	6127					Form filed by Person	More than One R	eporting			
(City)	(State)	(Zip)	Tał	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(D) Price	(Instr. 3 and 4)					
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.					
					inforr requi	nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)			
	Tab					sposed of, or convertible :	Beneficially Owner securities)	d				
1 77.41 6	о от		4- 24 F) I	4	5 NT 1			7			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securi

	Security				(Instr. 3, 4, 5)	and				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Restricted Stock Units	\$ 0 <u>(1)</u>	02/27/2009	А		26,013		02/27/2013	02/27/2013 <u>(1)</u>	Common Stock	26
Employee Stock Option (Right to Buy)	\$ 16.83	02/27/2009	А		147,830		<u>(2)</u>	02/27/2019	Common Stock	147

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(Month/Day/Year) (Instr. 8)

any

Code

Securities

Acquired (A) or

Disposed of (D)

Delationshing

(Month/Day/Year)

(Instr. 3 and 4)

Reporting Owners

or Exercise

Derivative

Price of

Security

(Instr. 3)

Reporting Owner Name / Address	Ketauonsmps							
	Director	10% Owner	Officer	Other				
WALKER JOAN H C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127				SVP Allstate Insurance Company				
Signatures								
/s/ Katherine A. Smith, attorney-in-fact fo Walker	r Joan H.		03/02/20	009				
**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).

Award of Restricted Stock Units (RSUs) granted 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

- Latin KSO represents the light to receive, without the payment of any consideration, one share of Alistate common stock of the day following the last day of the period of restriction (the conversion date). The period of restriction ends on February 26, 2013; therefore the RSUs convert on February 27, 2013.
- (2) Option exercisable in four increments, each for one-fourth of the total number of said shares, such installments to vest on February 27, 2010, February 27, 2011, February 27, 2012 and February 27, 2013, respectively.

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.