Edgar Filing: ALLSTATE CORP - Form 4/A

ALLSTATE CC	RP										
Form 4/A June 25, 2009											
FORM 4			CECU	DITIEC			E COMMISSIO	NT.	PPROVAL		
	UNITED	SIAIES			AND EX 1, D.C. 20			Number:	3235-0287		
Check this box if no longer								Expires:	January 31, 2005		
subject to Section 16. Form 4 or						ICIAL U	WNEKSHIP OF	Estimated burden hou response	average Jrs per		
Form 5 obligations may continue <i>See</i> Instructio 1(b).	Section 17((a) of the l	Public U	Jtility Ho	lding Co		nge Act of 1934, of 1935 or Secti 940				
(Print or Type Resp	onses)										
1. Name and Address of Reporting Person <u>*</u> GREENBERG JACK M			2. Issuer Name and Ticker or Trading Symbol ALLSTATE CORP [ALL]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date of Earliest Transaction			-	(Check all applicable)				
C/O THE ALLSTATE CORPORATION, 2775 SANDERS			(Month/Day/Year) 12/01/2008				X_ Director Officer (giv below)		% Owner her (specify		
ROAD	11, 2 778 511	(D Litt)									
Fi				4. If Amendment, Date Original Filed(Month/Day/Year) 12/03/2008			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
NORTHBROO	K, IL 60062-	6127					Person	More than One K	eporting		
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, in any (Month/Day/Year)		Date, if	Code Disposed of (D) Year) (Instr. 8) (Instr. 3, 4 and 5) (A)			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	or (D) Price	(Instr. 3 and 4)				
Reminder: Report of	on a separate line	e for each cl	ass of sec	urities ben	eficially ow	ned directly	or indirectly.				
·	·				Perso infor requi	ons who re nation con 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 Owned securities)	d			

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative	Expiration Date	Underlying Securities	Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)			(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	12/01/2008		А	2,000		<u>(1)</u>	<u>(1)</u>	Common Stock	2,000	\$

Reporting Owners

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
GREENBERG JACK M C/O THE ALLSTATE CC 2775 SANDERS ROAD NORTHBROOK, IL 6006	Х							
Signatures								
/s/ Jack M. Greenberg	06/25/2009							
<u>**</u> Signature of	Date							

Signature of 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). **

Restricted Stock Units (RSUs) are granted under The Allstate Corporation 2006 Equity Compensation Plan for Non-Employee Directors, (1) as amended and restated. Each RSU represents the right to receive one share of Allstate common stock upon the earlier of (i) the date of the reporting person's death or disability, and (ii) the date on which the reporting person is no longer serving as a director of Allstate.

The reporting person is amending the Form 4 to correct the aggregate number of previously awarded RSUs beneficially owned as shown (2)in Column 9 of Table II which RSUs provide for a different conversion schedule.

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.