ALLSTATE CORP

Form 4

February 25, 2008

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number:

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January 31, 2005

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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 may continue. 30(h) of the Investment Company Act of 1940

1(b).

(City)

(Print or Type Responses)

See Instruction

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

(Check all applicable)

Issuer

ALLSTATE CORP [ALL]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

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

C/O THE ALLSTATE **CORPORATION, 2775 SANDERS ROAD**

4. If Amendment, Date Original

SVP Allstate Insurance Company

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street) Filed(Month/Day/Year)

(Zip)

02/22/2008

X Form filed by One Reporting Person Form filed by More than One Reporting

NORTHBROOK, IL 60062-6127

(State)

| (City) | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | ly Owned | | |
|--------------------------------------|--|---|--|--|-----------|-------------|--|--|---|--|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securities Acquired r(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 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) | | | |
| Common Stock | 02/22/2008 | | M | 600 | A | \$ 0 (1) | 10,255.578 | D | | |
| Common Stock | 02/22/2008 | | F(2) | 176 | D | \$ 46.85 | 10,079.578 | D | | |
| Common Stock | | | | | | | 1,490.7657 | I | by 401(k) plan | |

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

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(9-02)

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displays a currently valid OMB control number.

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) | Transaction Date 3A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year) | | Deri Deri Secu Acq (A) Disp of (I | osed O) er. 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price Deriva Securit (Instr. |
|---|---|---|---|--------------|---|-------------------------|--|--------------------|---|--|--|
| | | | | Code V | V (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | \$ 0 | 02/22/2008 | | M <u>(1)</u> | | 600 | (3) | <u>(4)</u> | Common Stock | 600 | \$0 |

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

STEVENP.SORENSON

02/25/2008

**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).
- (4) The total number of RSUs will unrestrict on February 21, 2010.
- (3) Remaining increments of restricted stock units will unrestrict on February 21, 2009 and February 21, 2010, respectively.
- (2) Delivery of shares to Company to satisfy tax withholding obligation in connection with conversion into common stock of previously awarded RSUs.
- (1) Conversion of previously awarded 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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