

WILSON THOMAS J
Form 4
February 24, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
WILSON THOMAS J

2. Issuer Name and Ticker or Trading Symbol
ALLSTATE CORP [ALL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NORTHBROOK, IL 60062-6127

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/22/2009		M	V Amount (A) or (D) Price	16,818 A \$ 0 ⁽¹⁾ ₍₂₎ 146,871.769	D	
Common Stock	02/22/2009		M	V Amount (A) or (D) Price	4,750 A \$ 0 ⁽¹⁾ 151,621.769	D	
Common Stock	02/22/2009		F ⁽³⁾	V Amount (A) or (D) Price	4,953 D \$ 18.44 146,668.769	D	
Common Stock	02/22/2009		F ⁽³⁾	V Amount (A) or (D) Price	1,399 D \$ 18.44 145,269.769	D	
Common Stock					3,791.8789 ⁽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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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	16,818	02/22/2009 02/22/2009	Common Stock 16,818
Restricted Stock Units	\$ 0 ⁽¹⁾	02/22/2009		M	4,750	⁽⁵⁾ 02/21/2010	Common Stock 4,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON THOMAS J C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127	X		Chairman, President and CEO	

Signatures

/s/ Thomas J. Wilson 02/23/2009

**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).

Conversion of previously awarded grant of restricted stock units (RSUs) representing the right to receive one share of Allstate common (1) stock, without the payment of any consideration, pursuant to The Allstate Corporation Amended and Restated 2001 Equity Incentive Plan.

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- (2) Form reflects 50,589 shares acquired during period of 10/6/08 through 1/7/09 through the Shareowner Service Plus Plan, which reinvests dividends 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 247,879.3 shares of The Allstate Corporation common stock since July 31, 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.

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