

ALLSTATE CORP
Form 4
August 23, 2006

FORM 4

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

OMB APPROVAL

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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 *
CROCKETT JOAN M

(Last) (First) (Middle)

C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

(Street)

NORTHBROOK, IL 60062-6127

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP Allstate Insurance Company

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

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/21/2006		M			40,000	A	\$ 33.38	81,589 ⁽¹⁾	D	
Common Stock	08/21/2006		F ⁽²⁾			5,720	D	\$ 58.08	75,869 ⁽¹⁾	D	
Common Stock	08/21/2006		F ⁽³⁾			22,988	D	\$ 58.08	52,881 ⁽¹⁾	D	
Common Stock	08/21/2006		S			23,420	D	\$ 58.38	29,461 ⁽¹⁾	D	
Common Stock									7,684.5368 ⁽⁴⁾	I	by 401(k) Plan

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- (2) Delivery of shares to issuer to pay minimum tax withholding liability incurred in connection with the exercise.
- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on June 6, 2006.
- (5) The option vests in four increments, each one-fourth of the total number of said shares, such installments to vest on August 21, 2007, August 21, 2008, August 21, 2009 and August 21, 2010.
- (3) Delivery of already-owned stock to issuer in payment of option exercise price.
- (4) Reflects acquisition of 225.5266 shares of The Allstate Corporation common stock since August 31, 2005 under The Savings and Profit Sharing Fund of Allstate Employees, a 401(k) plan, pursuant to the most recent plan statement, dated August 21, 2006.

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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