#### **BRUNE CATHERINE S**

Form 4

February 24, 2010

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>\*</u> BRUNE CATHERINE S

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ALLSTATE CORP [ALL]

(Check all applicable)

(Last)

(First) (Middle)

3. Date of Earliest Transaction

\_\_\_\_ Director \_\_\_\_\_ 10% Owner \_\_\_\_ Officer (give title \_\_X\_\_ Other (specify

C/O THE ALLSTATE CORPORATION, 2775 SANDERS

(Street)

**ROAD** 

below) below)
SVP Allstate Insurance Company

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

02/22/2010

\_X\_ 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. 4. Securi Transaction(A) or D Code (Instr. 3, (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	02/22/2010		M	5,400	A	\$ 0 (1)	21,711 (2)	D			
Common Stock	02/22/2010		F	1,591	D	\$ 31.22	20,120	D			
Common Stock	02/22/2010		M	1,875	A	\$ 0 (1)	21,995	D			
Common Stock	02/22/2010		F	598	D	\$ 31.22	21,397	D			
Common Stock							5,442.5657 (3)	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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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)	Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of or 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Units	(1)	02/22/2010		M		5,400	02/21/2010	02/21/2010	Common Stock	5,4
Restricted Stock Units	<u>(4)</u>	02/22/2010		A	12,086		<u>(4)</u>	<u>(4)</u>	Common Stock	12,
Employee Stock Option (Right to Buy)	\$ 31.41	02/22/2010		A	71,211		<u>(5)</u>	02/22/2020	Common Stock	71,1
Restricted Stock Units	(1)	02/22/2010		M		1,875	02/21/2010	02/21/2010	Common Stock	1,8

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRUNE CATHERINE S C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127

**SVP** Allstate Insurance Company

### **Signatures**

/s/ Catherine S. 02/24/2010 Brune

\*\*Signature of Date Reporting Person

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### **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
- (2) Includes 8,176 shares previously owned indirectly through the Allstate 401(k) Savings Plan.
- (3) Reflects acquisition of 546.8408 shares of The Allstate Corporation common stock since February 17, 2009 under the Allstate 401 (k) Savings Plan, and shares rolled over to direct ownership, pursuant to the most recent plan statement, dated February 23, 2010.
  - Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation 2009 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 following the last day of the
- (4) period of restriction (the conversion date). The period of restriction shall begin on February 22, 2010, and 50% of the total number of RSUs will convert on February 22, 2012, 25% will convert on February 22, 2013, and the remaining 25% will convert on February 22, 2014.
- Option exercisable in three increments with 50% vesting on February 22, 2012, 25% vesting on February 22, 2013, and the remaining 25% vesting on February 22, 2014.

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.