ALLSTATE CORP

Form 4

February 25, 2008

FORM 4

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

OMB Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

3235-0287

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OMB APPROVAL

Section 16. 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 30(h) of the Investment Company Act of 1940

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CROCKETT JOAN M

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ALLSTATE CORP [ALL]

(Check all applicable)

(Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner _X_ Other (specify Officer (give title

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

(Street)

(State)

(First)

02/22/2008

(Month/Day/Year)

below) below) SVP Allstate Insurance Company

6. Individual or Joint/Group Filing(Check

ROAD

(City)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

NORTHBROOK, IL 60062-6127

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) or Code V Amount

Transaction(s) (Instr. 3 and 4) (D) Price

Common 02/22/2008 Stock

\$0 1,875 M (1)

D

by 401(k)

Plan

(9-02)

Common Stock

8,361.6025 (2) I

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number iomf 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)	02/22/2008		M <u>(1)</u>		1,875	(3)	02/21/2010	Common Stock	1,875

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CROCKETT JOAN M C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127

SVP Allstate Insurance Company

Signatures

JOANMCROCKETT

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).
- (2) Reflects acquisition of 426.2235 shares of The Allstate Corporation common stock since February 14, 2007 under The Savings and Profit Sharing Fund of Allstate Employees, a 401(k) plan, pursuant to the most recent plan statement, dated February 20, 2008.
- (3) Remaining increments of restricted stock units will unrestrict on February 21, 2009 and February 21, 2010, respectively.
- (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. 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.

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