ALLSTATE CORP
Form 4
February 11, 2003

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

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FORM 4	**STATEMENT OF** **CHANGES IN BENEFICIAL OWNERSHIP**	OMB APPROVAL
o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).	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	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Crockett Joan M.	The Allstate Corporation (ALL)	___ Director ___ 10% Owner
(Last) (First) (Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year	___ Officer (give title below) X Other (specify below)
2775 Sanders Road	2/7/2003	SVP - Human Resources Allstate Insurance Company
(Street)	5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person _____ Form filed by More than One Reporting Person
Northbrook, IL 60062-6127		
(City) (State) (Zip)		

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Table I   Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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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) Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount (A) or (D) Price	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	02/07/03		A	11,000.0000(1) A	37,084.0000	D	Direct
Common Stock					6,627.8270	I	by 401(k) Plan

1

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date
Employee Stock Option (right to buy)	$31.780	02/07/03		A		45,000.0000		(2)	02/07/13

7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares				
Common Stock	45,000.0000		45,000.0000	D	Direct

Explanation of Responses:

(1)

Award of restricted stock with tax withholding rights to reporting person pursuant to The Allstate Corporation 2001 Equity Incentive Plan; such restricted stock to vest on February 14, 2007.

(2)

Grant to reporting person of option to purchase 45,000 shares of common stock exercisable in four increments, each for one-fourth of the total number of said shares, such installments to vest on February 7, 2004, February 7, 2005, February 7, 2006 and February 7, 2007, respectively.

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Reflects acquisition of 356.9332 shares of The Allstate Corporation common stock since March 31, 2002 under The Savings and Profit Sharing Fund of Allstate Employees, a 401(k) plan, pursuant to the most recent quarterly plan statement, dated January 31, 2003.

/s/ Katherine A. Smith For: Joan M. Crockett	02/11/03
**Signature of Reporting Person	Date

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

* 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).

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