

ALLSTATE CORP
Form 4
August 14, 2012

FORM 4

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

OMB APPROVAL

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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 *
WALKER JOAN H

(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)
08/10/2012

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) ___X___ Other (specify below)
EVP Allstate Insurance Company

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/10/2012		M		58,915	A	\$ 16.83
Common Stock	08/10/2012		M		37,043	A	\$ 31.41
Common Stock	08/10/2012		S		58,915	D	\$ 37.838
Common Stock	08/10/2012		S		14,257	D	\$ 37.816

Common Stock	1,314 ⁽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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(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)	Amount or Number of Shares
						Date Exercisable	Expiration Date		
Employee Stock Option (Right to Buy)	\$ 16.83	08/10/2012		M	58,915	<u>(4)</u>	02/27/2019	Common Stock	58,915
Employee Stock Option (Right to Buy)	\$ 31.41	08/10/2012		M	37,043	<u>(5)</u>	02/22/2020	Common Stock	37,043

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

EVP Allstate Insurance Company

Signatures

/s/ Katherine A. Smith, attorney-in-fact for Joan H. Walker

08/14/2012

 **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).
 - Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$37.80 to \$37.86.
 - (1) The reporting person provided the issuer, and will provide any security holder of The Allstate Corporation or member of the SEC staff, full information regarding the number of shares sold at each separate price upon request.
 - Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$37.78 to \$37.85.
 - (2) The reporting person provided the issuer, and will provide any security holder of The Allstate Corporation or member of the SEC staff, full information regarding the number of shares sold at each separate price upon request.
 - (3) Reflects acquisition of 7.0000 shares of The Allstate Corporation common stock since May 4, 2012 under the Allstate 401 (k) Savings Plan, pursuant to the most recent plan statement, dated August 13, 2012.
 - (4) Stock option award granted to reporting person on February 27, 2009 with incremental vesting over four year period; remaining increment to vest on February 27, 2013.
 - (5) Stock option award granted to reporting person on February 22, 2010; 50% vested on February 22, 2012, 25% to vest on February 22, 2013, and the remaining 25% to vest 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.