#### ALLSTATE CORP

Form 4

February 22, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

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Check this box

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* LIDDY EDWARD M

2. Issuer Name and Ticker or Trading

Issuer

below)

5. Relationship of Reporting Person(s) to

Symbol

ALLSTATE CORP [ALL]

4. If Amendment, Date Original

(Check all applicable)

below)

Chairman

(First) (Last)

(Middle) 3. Date of Earliest Transaction (Month/Day/Year)

02/20/2007

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

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

(Street)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NORTHBROOK, IL 60062-6127

(State) (Zip) (City)

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

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (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 Owned Following Reported

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

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amou Underlying Securi

#### Edgar Filing: ALLSTATE CORP - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ear)	(Instr. 3 and 4)		
				Code V	(A)	(D) Date Exercis	able	Expiration Date	Title	Amo Nun Shar
Employee Stock Option (right to buy)	\$ 62.24	02/20/2007		A	234,936	<u>(</u>	<u>1)</u>	02/20/2017	Common Stock	234
Restricted Stock Units	\$ 0 (2)	02/20/2007		A	78,709	02/20/	/2011	02/20/2011(2)	Common Stock	78

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
LIDDY EDWARD M C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127	X		Chairman				

## **Signatures**

Reporting Person

EDWARD M LIDDY

\*\*Signature of 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).
- Option exercisable in four increments, each for one-fourth of the total number of said shares, such installments to vest on February 20, 2008, February 20, 2009, February 20, 2010 and February 20, 2011, respectively.
- Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation Amended and Restated 2001 Equity Incentive Plan.

  (2) Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock at the end of the period of restriction. The total number of RSUs will convert to common stock on February 20, 2011.

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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