

ALLSTATE CORP  
Form 4  
September 12, 2006

**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 \*  
**BRUNE CATHERINE S**

(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)  
**09/08/2006**

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)  Other (specify below)  
**SVP Allstate Insurance Company**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 09/08/2006                           |  | M                              |   | 10,000  | A  | \$ 31.78  |
| Common Stock                    | 09/08/2006                           |  | M                              |   | 2,191   | A  | \$ 42.5   |
| Common Stock                    | 09/08/2006                           |  | F <sup>(2)</sup>               |   | 176   | D  | \$ 58.49  |
| Common Stock                    | 09/08/2006                           |  | F <sup>(3)</sup>               |   | 1,344   | D  | \$ 58.49  |
| Common Stock                    | 09/08/2006                           |  | S                              |   | 9,623   | D  | \$ 59   |

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Common Stock 11,677.4138 (4) I by 401(k) Plan

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. 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy)       | \$ 31.78   | 09/08/2006                           |  | M                              | 10,000  | 02/07/2005 02/07/2013                                    | Common Stock  | 10,000                     |
| Employee Stock Option (right to buy)       | \$ 42.5  | 09/08/2006                           |  | M                              | 2,191   | 08/13/2001 08/13/2008                                    | Common Stock  | 2,191                      |

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

CATHERINE S BRUNE 09/12/2006

\*\*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).

(3) Delivery of shares to issuer to pay minimum tax withholding liability incurred in connection with the exercise.

(4) Reflects acquisition of 283.9538 shares of The Allstate Corporation common stock since June 6, 2005 under The Savings and Profit Sharing Fund of Allstate Employees, a 401(k) plan, pursuant to the most recent plan statement, dated September 8, 2006.

(2) Delivery of shares to issuer to pay minimum tax withholding liability incurred in connection with the exercise.

The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on April 1, 2006. Form also reflects 13.664 shares acquired on July 1, 2004 through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.

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

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