Sorenson Steven P Form 4 February 24, 2010

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Sorenson Steven P

2. Issuer Name and Ticker or Trading Symbol

Issuer

ALLSTATE CORP [ALL]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

02/22/2010

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

below) below)

**SVP Allstate Insurance Company** 

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

NORTHBROOK, IL 60062-6127

(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner.							ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securi Transaction(A) or D Code (Instr. 3, (Instr. 8)		4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/22/2010		F	751	D	\$ 31.22	11,334.581	D	
Common Stock	02/22/2010		M	600	A	<u>(1)</u>	11,934.581	D	
Common Stock	02/22/2010		M	2,351	A	<u>(1)</u>	14,285.581	D	
Common Stock	02/22/2010		F	214	D	\$ 31.22	14,071.581 (2)	D	
Common Stock							2,080.2289 (3)	I	By 401(k) Plan

#### Edgar Filing: Sorenson Steven P - Form 4

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of or 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 Amou Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Units	<u>(4)</u>	02/22/2010		A	8,982		<u>(4)</u>	<u>(4)</u>	Common Stock	8,9
Employee Stock Option (Right to Buy)	\$ 31.41	02/22/2010		A	52,923		<u>(5)</u>	02/22/2020	Common Stock	52,9
Restricted Stock Units	(1)	02/22/2010		M		600	02/21/2010	02/21/2010	Common Stock	60
Restricted Stock Units	(1)	02/22/2010		M		2,351	02/21/2010	02/21/2010	Common Stock	2,3

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sorenson Steven P C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127

**SVP** Allstate Insurance Company

## **Signatures**

/s/ Steven P. 02/24/2010 Sorenson

\*\*Signature of Date Reporting Person

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### **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).
- Conversion of previously awarded grant of 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
- (2) Form reflects .451 shares acquired during the period April 6, 2009 through January 8, 2010 through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.
- (3) Reflects acquisition of 356.9920 shares of The Allstate Corporation common stock since February 17, 2009 under the Allstate 401 (k) Savings Plan, pursuant to the most recent plan statement, dated February 16, 2010.
  - Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation 2009 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock on the day following the last day of the
- (4) period of restriction (the conversion date). The period of restriction shall begin on February 22, 2010, and 50% of the total number of RSUs will convert on February 22, 2012, 25% will convert on February 22, 2013, and the remaining 25% will convert on February 22, 2014.
- Option exercisable in three increments with 50% vesting on February 22, 2012, 25% vesting on February 22, 2013, and the remaining 25% vesting 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.