

ALLSTATE CORP
Form 4
September 12, 2006

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
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

OMB APPROVAL

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(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 _____ Other (specify
below) below)
SVP 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/08/2006		M		10,000	A	\$ 31.78	31,338.664 <u>(1)</u>	D
Common Stock	09/08/2006		M		2,191	A	\$ 42.5	33,529.664 <u>(1)</u>	D
Common Stock	09/08/2006		F <u>(2)</u>		176	D	\$ 58.49	33,353.664 <u>(1)</u>	D
Common Stock	09/08/2006		F <u>(3)</u>		1,344	D	\$ 58.49	32,009.664 <u>(1)</u>	D
Common Stock	09/08/2006		S		9,623	D	\$ 59	22,386.664 <u>(1)</u>	D

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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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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title 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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