

ALLSTATE CORP
 Form 3
 January 10, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Last) | (First) | (Middle) | 01/01/2007 | ALLSTATE CORP [ALL] | |
| C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD | | | (Check all applicable) | | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP Allstate Insurance Company | | |
| NORTHBROOK, IL 60062-6127 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 17,630 | D | |
| Common Stock | 3,443.2502 | I | by 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Option (right to buy) | 02/07/2007 | 02/07/2013 | Common Stock | 5,750 | \$ 31.78 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 02/06/2014 | Common Stock | 20,684 | \$ 45.96 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)</u> | 02/22/2015 | Common Stock | 14,436 | \$ 52.57 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(3)</u> | 02/21/2016 | Common Stock | 15,292 | \$ 53.84 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | Â <u>(5)</u> | Common Stock | 9,000 | \$ 53.84 | D | Â |
| Restricted Stock Units | Â <u>(6)</u> | Â <u>(7)</u> | Common Stock | 2,400 | \$ 0 | D | Â |
| Restricted Stock Units | 02/21/2010 | 02/21/2010 | Common Stock | 2,310 | \$ 0 | D | Â |
| Restricted Stock Units | 02/22/2009 | 02/22/2009 | Common Stock | 3,203 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Cripe Frederick F C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127 | Â | Â | Â | SVP Allstate Insurance Company |

Signatures

FREDERICK F
CRIPE

01/10/2007

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (4) Employee stock option to purchase 9,000 shares of common stock to vest in four equal installments on February 21, 2007, February 21, 2008, February 21, 2009 and February 21, 2010.
- (1) Original stock option award granted to reporting person on February 6, 2004 for 20,684 shares of common stock with one-quarter of the total option award to vest annually. The last two increments will vest in two equal installments on February 6, 2007 and February 6, 2008.
- (3)

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Employee stock option to purchase 15,292 shares of common stock to vest in four equal installments on February 21, 2007, February 21, 2008, February 21, 2009 and February 21, 2010.

- (5) Option expiration date is February 21, 2016.

Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation 2001 Equity Incentive Plan. Each RSU represents the

- (6) right to receive, without the payment of any consideration, one share of Allstate common stock as the restriction lapse (the conversion date). One-quarter of the total number of RSUs will unrestrict annually on February 21, 2007, February 21, 2008, February 21, 2009 and February 21, 2010.

- (7) The total number of RSUs will unrestrict on February 21, 2010.

Original stock option award granted to reporting person on February 22, 2005 for 14,436 shares of common stock with one-quarter of the

- (2) total option award to vest annually. The last three increments will vest in three equal installments on February 22, 2007, February 22, 2008 and February 22, 2009.

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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