

ALLSTATE CORP
Form 4
April 24, 2007

FORM 4

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

OMB APPROVAL

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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 *
MCCABE MICHAEL J

(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)
04/20/2007

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)
V.P. and General Counsel

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 | 04/20/2007 | | M | | | 11,250 | A | \$ 31.78 | 56,447.741 (1) | D | |
| Common Stock | 04/20/2007 | | F(2) | | | 2,181 | D | \$ 62.49 | 54,266.741 (1) | D | |
| Common Stock | 04/20/2007 | | F(3) | | | 5,721 | D | \$ 62.49 | 48,545.741 (1) | D | |
| Common Stock | 04/23/2007 | | S | | | 3,348 | D | \$ 62.3403 | 45,197.741 (1) | D | |
| Common Stock | | | | | | | | | 2,844.4623 (4) | I | by 401(k) Plan |

Common Stock 500 I by Son

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 31.78 | 04/20/2007 | | M | 11,250 | 02/07/2007 | 02/07/2013 | Common Stock | 11,250 |
| Employee Stock Option (right to buy) | \$ 62.49 | 04/20/2007 | | A | 5,721 | <u>(5)</u> | <u>(6)</u> | Common Stock | 5,721 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCCABE MICHAEL J
C/O THE ALLSTATE CORPORATION
2775 SANDERS ROAD
NORTHBROOK, IL 60062-6127

V.P. and General Counsel

Signatures

MICHAEL J MC CABE 04/24/2007

__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).
- (2) Delivery of shares to issuer to pay minimum tax withholding liability incurred in connection with the exercise.
- (3) Delivery of already-owned stock to issuer in payment of option exercise price.
- (4) Reflects acquisition of 17,2096 shares of The Allstate Corporation common stock since February 14, 2007 under The Shavings and Profit Sharing Fund of Allstate Employees, a 401(k) plan, pursuant to the most recent plan statement, dated April 20, 2007.
- (5) The option vests in four increments, 1,430 shares on April 20, 2008, 1,430 shares on April 20, 2009, 1,430 shares on April 20, 2010 and 1,431 shares on April 20, 2011.
- (6) Option expiration date is February 7, 2013.
- (1) Form reflects .005 shares acquired during period of January 9, 2007 through April 5, 2007 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. 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.