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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 13F

FORM 13F COVER PAGE

OMB APPROVAL

OMB Number: 3235-0006
Expires: Oct 31, 2018
Estimated average burden hours per response: 23.8

Report for the Calendar Year or Quarter Ended: 03-31-2017

Check here if Amendment Amendment Number:
This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: ALLSTATE CORP
Address: 2775 SANDERS ROAD
NORTHBROOK, IL 60062-7127

Form 13F File Number: 028-14491

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: TOM MCDONNELL
Title: VICE PRESIDENT OF INVESTMENT FINANCE
Phone: 847-402-8519

Signature, Place, and Date of Signing:

/s/ TOM MCDONNELL NORTHBROOK, IL 05-15-2017
[Signature] [City, State] [Date]

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

[If there are no entries in this list, omit this section.]

Form 13F File Number	Name
028-04295	BLACKROCK ADVISORS LLC
028-04003	ARIEL INVESTMENTS, LLC

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 2
Form 13F Information Table Entry Total: 175
Form 13F Information Table Value Total: 1,650,230
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
11	028-04302	ALLSTATE INVESTMENT MANAGEMENT CO
12	028-10298	ALLSTATE INVESTMENTS LLC

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 13F

FORM 13F INFORMATION TABLE

OMB APPROVAL	
OMB Number:	3235-0006
Expires:	Oct 31, 2018
Estimated average burden hours per response:	23.8

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5 SHRS OR PRN AMT	COLUMN 6			COLUMN 7 OTHER MANAGER	COLUMN 8 VOTING AUTHORITY		
					SH/	PUT/	INVESTMENT DISCRETION		SOLE	SHARED	NONE
ABBOTT LABS	COMMON	002824100	2,697	60,724	SH		SOLE	12	60,724	0	0
AFFILIATED MANAGERS GROUP	COMMON	008252108	2,662	16,235	SH		SOLE	12	16,235	0	0
ALEXION PHARMACEUTICALS INC	COMMON	015351109	1,813	14,957	SH		SOLE	12	14,957	0	0
ALLIANCE DATA SYSTEMS CORP	COMMON	018581108	1,857	7,456	SH		SOLE	12	7,456	0	0
ALPHABET INC	COMMON	02079K305	5,238	6,178	SH		SOLE	12	6,178	0	0
ALTRIA GROUP INC	COMMON	02209S103	5,711	79,960	SH		SOLE	12	79,960	0	0
AMAZON COM INC	COMMON	023135106	8,394	9,468	SH		SOLE	12	9,468	0	0
AMEREN CORP	COMMON	023608102	3,820	69,978	SH		SOLE	12	69,978	0	0
AMERICAN ELEC PWR INC	COMMON	025537101	2,524	37,592	SH		SOLE	12	37,592	0	0
AMERISOURCEBERGEN CORP	COMMON	03073E105	2,042	23,075	SH		SOLE	12	23,075	0	0
AMGEN INC	COMMON	031162100	2,679	16,329	SH		SOLE	12	16,329	0	0
AMPHENOL CORP NEW	COMMON	032095101	4,236	59,513	SH		SOLE	12	59,513	0	0
ANADARKO PETE CORP	COMMON	032511107	858	13,834	SH		SOLE	12	13,834	0	0
AON PLC	COMMON FOREIGN	G0408V102	6,332	53,353	SH		SOLE	12	53,353	0	0
APACHE CORP	COMMON	037411105	682	13,270	SH		SOLE	12	13,270	0	0
APPLE INC	COMMON	037833100	17,957	124,994	SH		SOLE	12	124,994	0	0
AT&T INC	COMMON	00206R102	4,781	115,058	SH		SOLE	12	115,058	0	0
AUTOMATIC DATA PROCESSING IN	COMMON	053015103	6,245	60,988	SH		SOLE	12	60,988	0	0
AVALONBAY CMNTYS INC	COMMON	053484101	3,487	18,990	SH		SOLE	12	18,990	0	0
BANK AMER CORP	COMMON	060505104	3,385	143,485	SH		SOLE	12	143,485	0	0
BARD C R INC	COMMON	067383109	4,001	16,097	SH		SOLE	12	16,097	0	0
BAXTER INTL INC	COMMON	071813109	3,853	74,294	SH		SOLE	12	74,294	0	0
BEMIS INC	COMMON	081437105	3,331	68,182	SH		SOLE	12	68,182	0	0
BIOGEN INC	COMMON	09062X103	2,154	7,878	SH		SOLE	12	7,878	0	0
BIOMARIN PHARMACEUTICAL INC	COMMON	09061G101	2,418	27,546	SH		SOLE	12	27,546	0	0
BLACKROCK INC	COMMON	09247X101	2,362	6,159	SH		SOLE	12	6,159	0	0
BOSTON SCIENTIFIC CORP	COMMON	101137107	2,689	108,112	SH		SOLE	12	108,112	0	0
CA INC	COMMON	12673P105	3,339	105,259	SH		SOLE	12	105,259	0	0
CBRE GROUP INC	COMMON	12504L109	1,627	46,754	SH		SOLE	12	46,754	0	0
CELGENE CORP	COMMON	151020104	2,102	16,892	SH		SOLE	12	16,892	0	0

CENTENE CORP DEL	COMMON	15135B101	1,496	20,991	SH	SOLE	12	20,991	0	0
CHUBB LIMITED	COMMON FOREIGN	H1467J104	3,822	28,048	SH	SOLE	12	28,048	0	0
CIT GROUP INC	COMMON	125581801	11,018	256,652	SH	SOLE	12	256,652	0	0
CITIGROUP INC	COMMON	172967424	1,740	29,094	SH	SOLE	12	29,094	0	0
CME GROUP INC	COMMON	12572Q105	1,487	12,520	SH	SOLE	12	12,520	0	0
COCA COLA CO	COMMON	191216100	3,539	83,384	SH	SOLE	12	83,384	0	0
COGNIZANT TECHNOLOGY SOLUTIO	COMMON	192446102	1,965	33,019	SH	SOLE	12	33,019	0	0
COMCAST CORP NEW	COMMON	20030N101	1,825	48,538	SH	SOLE	12	48,538	0	0
CONCHO RES INC	COMMON	20605P101	2,141	16,685	SH	SOLE	12	16,685	0	0
CONOCOPHILLIPS	COMMON	20825C104	2,329	46,697	SH	SOLE	12	46,697	0	0
CONTINENTAL RESOURCES INC	COMMON	212015101	2,936	64,652	SH	SOLE	12	64,652	0	0
COSTCO WHSL CORP NEW	COMMON	22160K105	6,396	38,141	SH	SOLE	12	38,141	0	0
CROWN HOLDINGS INC	COMMON	228368106	2,359	44,556	SH	SOLE	12	44,556	0	0
CSX CORP	COMMON	126408103	1,674	35,957	SH	SOLE	12	35,957	0	0
CVS HEALTH CORP	COMMON	126650100	1,537	19,577	SH	SOLE	12	19,577	0	0
D R HORTON INC	COMMON	23331A109	1,812	54,391	SH	SOLE	12	54,391	0	0
DCP MIDSTREAM LP	COMMON	23311P100	297	7,575	SH	SOLE	12	7,575	0	0
DELTA AIR LINES INC DEL	COMMON	247361702	2,264	49,266	SH	SOLE	12	49,266	0	0
DEVON ENERGY CORP NEW	COMMON	25179M103	873	20,930	SH	SOLE	12	20,930	0	0
DIAMONDBACK ENERGY INC	COMMON	25278X109	1,141	10,998	SH	SOLE	12	10,998	0	0
DOLLAR TREE INC	COMMON	256746108	2,409	30,703	SH	SOLE	12	30,703	0	0
DOMINION RES INC VA NEW	COMMON	25746U109	1,643	21,186	SH	SOLE	12	21,186	0	0
DOW CHEM CO	COMMON	260543103	4,124	64,899	SH	SOLE	12	64,899	0	0
DR PEPPER SNAPPLE GROUP INC	COMMON	26138E109	3,261	33,303	SH	SOLE	12	33,303	0	0
DUKE ENERGY CORP NEW	COMMON	26441C204	4,007	48,858	SH	SOLE	12	48,858	0	0
EDGEWELL PERS CARE CO	COMMON	28035Q102	2,314	31,634	SH	SOLE	12	31,634	0	0
ENABLE MIDSTREAM PARTNERS LP	COMMON	292480100	427	25,598	SH	SOLE	12	25,598	0	0
ENTERPRISE PRODS PARTNERS L	COMMON	293792107	696	25,195	SH	SOLE	12	25,195	0	0
EOG RES INC	COMMON	26875P101	4,513	46,262	SH	SOLE	12	46,262	0	0
EQT CORP	COMMON	26884L109	3,052	49,946	SH	SOLE	12	49,946	0	0
FACEBOOK INC	COMMON	30303M102	8,204	57,757	SH	SOLE	12	57,757	0	0
FISERV INC	COMMON	337738108	1,922	16,666	SH	SOLE	12	16,666	0	0
FLEETCOR TECHNOLOGIES INC	COMMON	339041105	2,475	16,347	SH	SOLE	12	16,347	0	0
FORTIVE CORP	COMMON	34959J108	3,594	59,688	SH	SOLE	12	59,688	0	0
GALLAGHER ARTHUR J & CO	COMMON	363576109	4,272	75,552	SH	SOLE	12	75,552	0	0
GENERAL DYNAMICS CORP	COMMON	369550108	4,567	24,394	SH	SOLE	12	24,394	0	0
GENERAL ELECTRIC CO	COMMON	369604103	5,950	199,655	SH	SOLE	12	199,655	0	0
GENERAL MLS INC	COMMON	370334104	5,329	90,300	SH	SOLE	12	90,300	0	0
GLOBAL PMTS INC	COMMON	37940X102	2,698	33,441	SH	SOLE	12	33,441	0	0
GREAT AJAX CORP	COMMON	38983D300	5,858	448,904	SH	SOLE	12	448,904	0	0
HAIN CELESTIAL GROUP INC	COMMON	405217100	5,267	141,592	SH	SOLE	12	141,592	0	0
HOME DEPOT INC	COMMON	437076102	6,229	42,423	SH	SOLE	12	42,423	0	0

HONEYWELL INTL INC	COMMON	438516106	6,334	50,722	SH	SOLE	12	50,722	0	0
HUNT J B TRANS SVCS INC	COMMON	445658107	1,219	13,289	SH	SOLE	12	13,289	0	0
ILLINOIS TOOL WKS INC	COMMON	452308109	4,024	30,379	SH	SOLE	12	30,379	0	0
INTERCONTINENTAL EXCHANGE IN	COMMON	45866F104	2,523	42,138	SH	SOLE	12	42,138	0	0
INTERNATIONAL BUSINESS MACHS	COMMON	459200101	3,830	21,993	SH	SOLE	12	21,993	0	0
ISHARES TR	COMMON	464287150	44,845	830,000	SH	SOLE	12	830,000	0	0
ISHARES TR	COMMON	464287200	391,496	1,650,000	SH	SOLE	12	1,650,000	0	0
ISHARES TR	COMMON	464287242	195,961	1,661,950	SH	SOLE	12	1,661,950	0	0
ISHARES TR	COMMON	464288513	130,353	1,485,000	SH	SOLE	12	1,485,000	0	0
ISHARES TR	COMMON	464288638	29,528	271,000	SH	SOLE	11	271,000	0	0
ISHARES TR	COMMON	464288638	26,075	239,308	SH	SOLE	12	239,308	0	0
ISHARES TR	COMMON	46429B697	33,881	710,000	SH	SOLE	12	710,000	0	0
ISHARES TR	COMMON	46432F842	32,270	556,859	SH	SOLE	12	556,859	0	0
ISHARES TR	COMMON	31620M106	4,304	54,054	SH	SOLE	12	54,054	0	0
ISHARES TR	COMMON	464287168	31,703	348,000	SH	SOLE	12	348,000	0	0
ISHARES TR	COMMON	464287697	5,265	41,000	SH	SOLE	12	41,000	0	0
JAZZ PHARMACEUTICALS PLC	COMMON	G50871105	3,086	21,261	SH	SOLE	12	21,261	0	0
JOHNSON & JOHNSON	COMMON	478160104	3,591	28,831	SH	SOLE	12	28,831	0	0
JOHNSON CTLS INTL PLC	COMMON	G51502105	2,356	55,931	SH	SOLE	12	55,931	0	0
JPMORGAN CHASE & CO	COMMON	46625H100	1,884	21,446	SH	SOLE	12	21,446	0	0
LAS VEGAS SANDS CORP	COMMON	517834107	2,535	44,420	SH	SOLE	12	44,420	0	0
LAUDER ESTEE COS INC	COMMON	518439104	2,593	30,584	SH	SOLE	12	30,584	0	0
LEGGETT & PLATT INC	COMMON	524660107	3,382	67,212	SH	SOLE	12	67,212	0	0
LOCKHEED MARTIN CORP	COMMON	539830109	4,942	18,469	SH	SOLE	12	18,469	0	0
LOWES COS INC	COMMON	548661107	2,737	33,288	SH	SOLE	12	33,288	0	0
M & T BK CORP	COMMON	55261F104	1,551	10,026	SH	SOLE	12	10,026	0	0
MARATHON OIL CORP	COMMON	565849106	781	49,406	SH	SOLE	12	49,406	0	0
MARSH & MCLENNAN COS INC	COMMON	571748102	6,504	88,023	SH	SOLE	12	88,023	0	0
MASTERCARD INCORPORATED	COMMON	57636Q104	6,627	58,925	SH	SOLE	12	58,925	0	0
MATTEL INC	COMMON	577081102	1,669	65,156	SH	SOLE	12	65,156	0	0
MEDEQUITIES RLTY TR INC	COMMON	58409L306	11,210	1,000,000	SH	SOLE	12	1,000,000	0	0
MEDTRONIC PLC	COMMON FOREIGN	G5960L103	3,303	40,997	SH	SOLE	12	40,997	0	0
MERCK & CO INC	COMMON	58933Y105	3,679	57,901	SH	SOLE	12	57,901	0	0
MICROSOFT CORP	COMMON	594918104	1,329	20,176	SH	SOLE	12	20,176	0	0
MOLINA HEALTHCARE INC	COMMON	60855R100	1,646	36,092	SH	SOLE	12	36,092	0	0
MOLSON COORS BREWING CO	COMMON	60871R209	2,316	24,203	SH	SOLE	12	24,203	0	0
MONSANTO CO NEW	COMMON	61166W101	8,146	71,958	SH	SOLE	12	71,958	0	0
MPLX LP	COMMON	55336V100	915	25,353	SH	SOLE	12	25,353	0	0
MURPHY OIL CORP	COMMON	626717102	417	14,572	SH	SOLE	12	14,572	0	0
MYLAN N V	COMMON	N59465109	2,362	60,569	SH	SOLE	12	60,569	0	0
NETFLIX INC	COMMON	64110L106	3,133	21,196	SH	SOLE	12	21,196	0	0
NEWELL BRANDS INC	COMMON	651229106	2,474	52,451	SH	SOLE	12	52,451	0	0
NEWFIELD EXPL CO	COMMON	651290108	840	22,771	SH	SOLE	12	22,771	0	0

NOBLE ENERGY INC	COMMON	655044105	614	17,878	SH	SOLE	12	17,878	0	0
NORTHROP GRUMMAN CORP	COMMON	666807102	3,830	16,103	SH	SOLE	12	16,103	0	0
NVIDIA CORP	COMMON	67066G104	2,263	20,778	SH	SOLE	12	20,778	0	0
OASIS PETE INC NEW	COMMON	674215108	771	54,069	SH	SOLE	12	54,069	0	0
OMNICOM GROUP INC	COMMON	681919106	3,713	43,069	SH	SOLE	12	43,069	0	0
ONEOK PARTNERS LP	COMMON	68268N103	997	18,468	SH	SOLE	12	18,468	0	0
ORACLE CORP	COMMON	68389X105	6,666	149,420	SH	SOLE	12	149,420	0	0
PARSLEY ENERGY INC	COMMON	701877102	1,079	33,188	SH	SOLE	12	33,188	0	0
PAYCHEX INC	COMMON	704326107	5,296	89,910	SH	SOLE	12	89,910	0	0
PFIZER INC	COMMON	717081103	6,173	180,446	SH	SOLE	12	180,446	0	0
PHILIP MORRIS INTL INC	COMMON	718172109	2,923	25,894	SH	SOLE	12	25,894	0	0
PINNACLE FOODS INC DEL	COMMON	72348P104	1,755	30,325	SH	SOLE	12	30,325	0	0
PINNACLE WEST CAP CORP	COMMON	723484101	3,846	46,123	SH	SOLE	12	46,123	0	0
PIONEER NAT RES CO	COMMON	723787107	705	3,785	SH	SOLE	12	3,785	0	0
PLAINS GP HLDGS L P	COMMON	72651A207	655	20,940	SH	SOLE	12	20,940	0	0
PROCTER AND GAMBLE CO	COMMON	742718109	3,942	43,869	SH	SOLE	12	43,869	0	0
QUEST DIAGNOSTICS INC	COMMON	74834L100	1,844	18,782	SH	SOLE	12	18,782	0	0
RAYTHEON CO	COMMON	755111507	6,329	41,500	SH	SOLE	12	41,500	0	0
REGENERON PHARMACEUTICALS	COMMON	75886F107	1,908	4,923	SH	SOLE	12	4,923	0	0
REPUBLIC SVCS INC	COMMON	760759100	1,480	23,569	SH	SOLE	12	23,569	0	0
RITE AID CORP	COMMON	767754104	7,564	1,779,804	SH	SOLE	12	1,779,804	0	0
SALESFORCE COM INC	COMMON	79466L302	2,769	33,564	SH	SOLE	12	33,564	0	0
SBA COMMUNICATIONS CORP NEW	COMMON	78410G104	2,466	20,489	SH	SOLE	12	20,489	0	0
SCHWAB CHARLES CORP NEW	COMMON	808513105	1,577	38,641	SH	SOLE	12	38,641	0	0
SEMPRA ENERGY	COMMON	816851109	2,582	23,368	SH	SOLE	12	23,368	0	0
SIMON PPTY GROUP INC NEW	COMMON	828806109	2,246	13,053	SH	SOLE	12	13,053	0	0
SMUCKER J M CO	COMMON	832696405	1,253	9,556	SH	SOLE	12	9,556	0	0
SNAP ON INC	COMMON	833034101	3,875	22,976	SH	SOLE	12	22,976	0	0
SPDR S&P 500 ETF TR	COMMON	78462F103	24,310	103,124	SH	SOLE	11	103,124	0	0
SPDR S&P 500 ETF TR	COMMON	78462F103	176,531	748,839	SH	SOLE	12	748,839	0	0
STANLEY BLACK & DECKER INC	COMMON	854502101	3,836	28,871	SH	SOLE	12	28,871	0	0
STARBUCKS CORP	COMMON	855244109	2,495	42,724	SH	SOLE	12	42,724	0	0
STRYKER CORP	COMMON	863667101	4,088	31,049	SH	SOLE	12	31,049	0	0
SUNOCO LOGISTICS PRTNRS L P	COMMON	86764L108	926	37,924	SH	SOLE	12	37,924	0	0
TESORO CORP	COMMON	881609101	1,188	14,659	SH	SOLE	12	14,659	0	0
THERMO FISHER SCIENTIFIC INC	COMMON	883556102	2,528	16,456	SH	SOLE	12	16,456	0	0
TJX COS INC NEW	COMMON	872540109	3,880	49,060	SH	SOLE	12	49,060	0	0
TRACTOR SUPPLY CO	COMMON	892356106	1,463	21,218	SH	SOLE	12	21,218	0	0
TRAVELERS COMPANIES INC	COMMON	89417E109	3,653	30,302	SH	SOLE	12	30,302	0	0
UNITED PARCEL SERVICE INC	COMMON	911312106	3,510	32,713	SH	SOLE	12	32,713	0	0
UNITED RENTALS INC	COMMON	911363109	1,615	12,914	SH	SOLE	12	12,914	0	0
UNITED TECHNOLOGIES CORP	COMMON	913017109	3,770	33,597	SH	SOLE	12	33,597	0	0
UNITEDHEALTH	COMMON	91324P102	5,815	35,457	SH	SOLE	12	35,457	0	0

GROUP INC											
VALVOLINE INC	COMMON	92047W101	3,200	130,342	SH	SOLE	12	130,342	0	0	
VERIZON COMMUNICATIONS INC	COMMON	92343V104	3,204	65,713	SH	SOLE	12	65,713	0	0	
VISA INC	COMMON	92826C839	2,638	29,688	SH	SOLE	12	29,688	0	0	
VOYA FINL INC	COMMON	929089100	2,266	59,686	SH	SOLE	12	59,686	0	0	
VULCAN MATLS CO	COMMON	929160109	1,345	11,165	SH	SOLE	12	11,165	0	0	
WALGREENS BOOTS ALLIANCE INC	COMMON	931427108	4,276	51,493	SH	SOLE	12	51,493	0	0	
WAL-MART STORES INC	COMMON	931142103	3,503	48,605	SH	SOLE	12	48,605	0	0	
WASTE MGMT INC DEL	COMMON	94106L109	3,969	54,423	SH	SOLE	12	54,423	0	0	
WELLS FARGO & CO NEW	COMMON	949746101	1,582	28,427	SH	SOLE	12	28,427	0	0	
WESTERN GAS PARTNERS LP	COMMON	958254104	645	10,664	SH	SOLE	12	10,664	0	0	
WHITING PETE CORP NEW	COMMON	966387102	651	68,787	SH	SOLE	12	68,787	0	0	
WILLIAMS COS INC DEL	COMMON	969457100	11,716	395,935	SH	SOLE	12	395,935	0	0	
WILLIAMS PARTNERS LP NEW	COMMON	96949L105	927	22,710	SH	SOLE	12	22,710	0	0	
WILLIS TOWERS WATSON PUB LTD	COMMON FOREIGN	G96629103	2,524	19,283	SH	SOLE	12	19,283	0	0	
WPX ENERGY INC	COMMON	98212B103	856	63,902	SH	SOLE	12	63,902	0	0	
XL GROUP LTD	COMMON FOREIGN	G98294104	2,600	65,226	SH	SOLE	12	65,226	0	0	
YAHOO INC	COMMON	984332106	3,242	69,850	SH	SOLE	12	69,850	0	0	