

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SYLLA CASEY</u> (Last) (First) (Middle) <u>2775 SANDERS ROAD</u> (Street) <u>NORTHBROOK IL 60062</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALLSTATE CORP [ALL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>President Allstate Financial</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/06/2004		A		12,600 ⁽¹⁾	A	\$0	80,086	D	
Common Stock	02/06/2004		M		24,756	A	\$22.63	104,842	D	
Common Stock	02/06/2004		M		3,229	A	\$42.1	108,071	D	
Common Stock	02/06/2004		M		6,642	A	\$37.91	114,713	D	
Common Stock	02/06/2004		S		34,627	D	\$45.47	80,086	D	
Common Stock								1,721.973	I	by 401(k)Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$22.63	02/06/2004		M		24,756		08/15/1999	08/15/2006	Common Stock	24,756	\$0	0	D	
Employee Stock Option (right to buy)	\$37.91	02/06/2004		M		6,642		02/25/2002	07/26/2005	Common Stock	6,642	\$0	0	D	
Employee Stock Option (right to buy)	\$42.1	02/06/2004		M		3,229		(2)	07/26/2005	Common Stock	3,229	\$0	1,614	D	
Employee Stock Option (right to buy)	\$45.96	02/06/2004		A		95,000		(3)	02/06/2014	Common Stock	95,000	\$0	95,000	D	

Explanation of Responses:

- Award of restricted stock with tax withholding rights to reporting person pursuant to The Allstate Corporation 2001 Equity Incentive Plan; such restricted stock to vest on February 14, 2008.
- Option to purchase 1,614 shares of common stock exercisable on April 30, 2004.
- Grant to reporting person of option to purchase 95,000 shares of common stock exercisable in four increments, each for one-fourth of the total number of said shares, such installments to vest on February 6, 2005, February 6, 2006, February 6, 2007 and February 6, 2008, respectively.

Remarks:

Reflects acquisition of 263,559 shares of The Allstate Corporation common stock since January 31, 2003 under The Savings and Profit Sharing Fund of Allstate Employees, a 401(k) plan, pursuant to the most recent plan statement, dated February 5, 2004.

Sylla Casey J.

02/09/2004

** Signature of Reporting Person

Date

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

* 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).

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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