

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): September 14, 2009**

**THE ALLSTATE CORPORATION**

(Exact name of Registrant as Specified in Charter)

**Delaware**  
(State or other  
jurisdiction of  
organization)

**1-11840**  
(Commission  
File Number)

**36-3871531**  
(IRS Employer  
Identification No.)

**2775 Sanders Road**  
**Northbrook, Illinois**  
(Address of Principal Executive Offices)

**60062**  
Zip

Registrant's telephone number, including area code: **(847) 402-5000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On September 14, 2009, the Registrant's Board of Directors adopted the resolutions regarding non-employee director compensation set forth in Exhibit 10.1 ("Resolutions"). The Resolutions effect a change in the payment schedule for the cash retainer portion of compensation, including the committee chair cash retainer. Effective June 1, 2010, the retainers will be paid on a quarterly basis over the course of a director's term rather than in one payment near the beginning of the term. The Resolutions did not increase any compensation amounts.

**Section 9 – Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Resolutions regarding Non-Employee Director Compensation

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

By: /s/ Jennifer M. Hager  
Name: Jennifer M. Hager  
Title: Assistant Secretary

Date: September 16, 2009

## RESOLUTIONS

## Director Compensation

RESOLVED, effective June 1, 2010, that directors who are not officers or employees of the Corporation or any of its subsidiaries (each a "Non-Employee Director") shall be entitled to receive for their services as directors a quarterly cash retainer in the amount of \$17,500 ("Quarterly Retainer"), to be paid on each June 1, September 1, December 1, and March 1 (each a "Quarterly Payment Date") to each Non-Employee Director serving as a director on such date.

FURTHER RESOLVED, effective June 1, 2010, that each Non-Employee Director who serves as a chair of a committee of the Corporation's Board of Directors shall be entitled to receive an additional quarterly chair fee for each such chair, in the amount of \$3,500 ("Quarterly Chair Fee"), to be paid on each Quarterly Payment Date to each Non-Employee Director serving as a committee chair on such date.

FURTHER RESOLVED, effective June 1, 2010, that any Non-Employee Director *initially* elected or appointed to the Board or *initially* appointed as a committee chair effective on any date other than a Quarterly Payment Date shall be entitled to receive on the Quarterly Payment Date following the date he or she joins the Board or becomes such chair, as the case may be, an additional one-time fee in an amount equal to the Quarterly Retainer or Quarterly Chair Fee, as the case may be, multiplied by a fraction, the numerator of which is the number of calendar days such Non-Employee Director has served on the Board or as such chair prior to such Quarterly Payment Date and the denominator of which is 91.

FURTHER RESOLVED, that on June 1 of each year, each Non-Employee Director who is serving as a director on that date shall be entitled to receive a number of restricted stock units ("RSUs") equal to \$150,000 divided by the Fair Market Value, as defined in the 2006 Equity Compensation Plan for Non-Employee Directors ("Plan"), of the Corporation's common stock as of such June 1, with any fractional amount rounded up to the next whole RSU.

FURTHER RESOLVED, that any Non-Employee Director *initially* elected or appointed to the Board effective on any date other than June 1 shall be entitled to receive on the date he or she joins the Board, a number of RSUs equal to \$150,000 divided by the Fair Market Value, as defined in the Plan, of the Corporation's common stock as of the date the Non-Employee Director joins the Board, multiplied by a fraction, the numerator of which is the number of full calendar months from such date until the following May 31 and the denominator of which is 12, with any fractional amount rounded to the next whole RSU.

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