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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: 09-30-2016

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 11-14-2016
[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: 1,417,869
(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			COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGER	COLUMN 8 VOTING AUTHORITY		
				SH/	PUT/	CALL			SOLE	SHARED	NONE
				PRN OR AMT	PRN						
3M CO	COMMON	88579Y101	5,243	29,751	SH		SOLE	12	29,751	0	0
ABBVIE INC	COMMON	00287Y109	410	6,500	SH		SOLE	12	6,500	0	0
ACCENTURE PLC IRELAND	COMMON FOREIGN	G1151C101	458	3,752	SH		SOLE	12	3,752	0	0
AIR PRODS & CHEMS INC	COMMON	009158106	5,688	37,836	SH		SOLE	12	37,836	0	0
ALLERGAN PLC	COMMON	G0177J108	5,174	22,465	SH		SOLE	12	22,465	0	0
ALPHABET INC	COMMON	02079K107	4,899	6,303	SH		SOLE	12	6,303	0	0
ALPHABET INC	COMMON	02079K305	1,635	2,033	SH		SOLE	12	2,033	0	0
AMAZON COM INC	COMMON	023135106	15,024	17,943	SH		SOLE	12	17,943	0	0
AMEREN CORP	COMMON	023608102	5,434	110,493	SH		SOLE	12	110,493	0	0
AMERICAN INTL GROUP INC	COMMON	026874784	1,991	33,558	SH		SOLE	12	33,558	0	0
AMERIPRISE FINL INC	COMMON	03076C106	403	4,043	SH		SOLE	12	4,043	0	0
AMGEN INC	COMMON	031162100	6,073	36,407	SH		SOLE	12	36,407	0	0
AMPHENOL CORP NEW	COMMON	032095101	6,100	93,965	SH		SOLE	12	93,965	0	0
ANTERO RES CORP	COMMON	03674X106	1,523	56,528	SH		SOLE	12	56,528	0	0
ANTHEM INC	COMMON	036752103	1,393	11,115	SH		SOLE	12	11,115	0	0
AON PLC	COMMON FOREIGN	G0408V102	5,734	50,970	SH		SOLE	12	50,970	0	0
APPLE INC	COMMON	037833100	7,395	65,414	SH		SOLE	12	65,414	0	0
APPLIED MATLS INC	COMMON	038222105	446	14,796	SH		SOLE	12	14,796	0	0
ARMSTRONG FLOORING INC	COMMON	04238R106	380	20,113	SH		SOLE	12	20,113	0	0
ARMSTRONG WORLD INDS INC NE	COMMON	04247X102	1,662	40,227	SH		SOLE	12	40,227	0	0
AT&T INC	COMMON	00206R102	5,324	131,110	SH		SOLE	12	131,110	0	0
AUTOMATIC DATA PROCESSING I	COMMON	053015103	6,005	68,086	SH		SOLE	12	68,086	0	0
AUTOZONE INC	COMMON	053332102	436	567	SH		SOLE	12	567	0	0
AVALONBAY CMNTYS INC	COMMON	053484101	5,386	30,288	SH		SOLE	12	30,288	0	0
AVERY DENNISON CORP	COMMON	053611109	442	5,681	SH		SOLE	12	5,681	0	0
B/E AEROSPACE INC	COMMON	073302101	1,651	31,950	SH		SOLE	12	31,950	0	0
BANK AMER CORP	COMMON	060505104	5,463	349,059	SH		SOLE	12	349,059	0	0
BARD C R INC	COMMON	067383109	5,700	25,415	SH		SOLE	12	25,415	0	0
BAXTER INTL INC	COMMON	071813109	5,584	117,310	SH		SOLE	12	117,310	0	0
BECTON DICKINSON & CO	COMMON	075887109	5,830	32,439	SH		SOLE	12	32,439	0	0

BEMIS INC	COMMON	081437105	5,668	111,125	SH	SOLE	12	111,125	0	0
BIOMARIN PHARMACEUTICAL INC	COMMON	09061G101	1,510	16,325	SH	SOLE	12	16,325	0	0
BOEING CO	COMMON	097023105	2,532	19,216	SH	SOLE	12	19,216	0	0
BRISTOL MYERS SQUIBB CO	COMMON	110122108	4,034	74,823	SH	SOLE	12	74,823	0	0
BROWN FORMAN CORP	COMMON	115637209	361	7,600	SH	SOLE	12	7,600	0	0
CA INC	COMMON	12673P105	5,497	166,180	SH	SOLE	12	166,180	0	0
CALPINE CORP	COMMON	131347304	1,279	101,156	SH	SOLE	12	101,156	0	0
CAPITAL ONE FINL CORP	COMMON	14040H105	3,419	47,599	SH	SOLE	12	47,599	0	0
CBRE GROUP INC	COMMON	12504L109	1,636	58,464	SH	SOLE	12	58,464	0	0
CBS CORP NEW	COMMON	124857202	317	5,796	SH	SOLE	12	5,796	0	0
CELGENE CORP	COMMON	151020104	7,068	67,614	SH	SOLE	12	67,614	0	0
CHUBB LIMITED	COMMON FOREIGN	H1467J104	5,565	44,288	SH	SOLE	12	44,288	0	0
CHURCH & DWIGHT INC	COMMON	171340102	6,183	129,021	SH	SOLE	12	129,021	0	0
CIGNA CORPORATION	COMMON	125509109	1,476	11,328	SH	SOLE	12	11,328	0	0
CINTAS CORP	COMMON	172908105	469	4,164	SH	SOLE	12	4,164	0	0
CISCO SYS INC	COMMON	17275R102	5,034	158,705	SH	SOLE	12	158,705	0	0
CITIGROUP INC	COMMON	172967424	4,707	99,662	SH	SOLE	12	99,662	0	0
COCA COLA EUROPEAN PARTNERS	COMMON FOREIGN	G25839104	1,943	48,691	SH	SOLE	12	48,691	0	0
COGNIZANT TECHNOLOGY SOLUTI	COMMON	192446102	1,208	25,319	SH	SOLE	12	25,319	0	0
COLGATE PALMOLIVE CO	COMMON	194162103	1,188	16,027	SH	SOLE	12	16,027	0	0
COMCAST CORP NEW	COMMON	20030N101	1,441	21,719	SH	SOLE	12	21,719	0	0
CONSTELLATION BRANDS INC	COMMON	21036P108	6,499	39,033	SH	SOLE	12	39,033	0	0
CORNING INC	COMMON	219350105	396	16,748	SH	SOLE	12	16,748	0	0
CVS HEALTH CORP	COMMON	126650100	8,860	99,557	SH	SOLE	12	99,557	0	0
DANAHER CORP DEL	COMMON	235851102	10,135	129,293	SH	SOLE	12	129,293	0	0
DEERE & CO	COMMON	244199105	355	4,157	SH	SOLE	12	4,157	0	0
DELPHI AUTOMOTIVE PLC	COMMON	G27823106	1,613	22,621	SH	SOLE	12	22,621	0	0
DELTA AIR LINES INC DEL	COMMON	247361702	1,857	47,177	SH	SOLE	12	47,177	0	0
DISCOVER FINL SVCS	COMMON	254709108	396	7,002	SH	SOLE	12	7,002	0	0
DISNEY WALT CO	COMMON	254687106	1,358	14,626	SH	SOLE	12	14,626	0	0
DR PEPPER SNAPPLE GROUP INC	COMMON	26138E109	4,801	52,575	SH	SOLE	12	52,575	0	0
EBAY INC	COMMON	278642103	1,979	60,140	SH	SOLE	12	60,140	0	0
ECOLAB INC	COMMON	278865100	4,816	39,569	SH	SOLE	12	39,569	0	0
F5 NETWORKS INC	COMMON	315616102	398	3,192	SH	SOLE	12	3,192	0	0
FACEBOOK INC	COMMON	30303M102	1,572	12,257	SH	SOLE	12	12,257	0	0
FIFTH THIRD BANCORP	COMMON	316773100	381	18,638	SH	SOLE	12	18,638	0	0
FOOT LOCKER INC	COMMON	344849104	1,761	26,003	SH	SOLE	12	26,003	0	0
FORTIVE CORP	COMMON	34959J108	4,068	79,920	SH	SOLE	12	79,920	0	0
FORTUNE BRANDS	COMMON	34964C106	2,910	50,085	SH	SOLE	12	50,085	0	0

HOME & SEC I										
GALLAGHER ARTHUR J & CO	COMMON	363576109	6,193	121,750	SH	SOLE	12	121,750	0	0
GENERAL DYNAMICS CORP	COMMON	369550108	7,913	51,000	SH	SOLE	12	51,000	0	0
GILEAD SCIENCES INC	COMMON	375558103	355	4,492	SH	SOLE	12	4,492	0	0
GOLDMAN SACHS GROUP INC	COMMON	38141G104	400	2,479	SH	SOLE	12	2,479	0	0
GREAT AJAX CORP	COMMON	38983D300	10,816	792,346	SH	SOLE	12	792,346	0	0
HAIN CELESTIAL GROUP INC	COMMON	405217100	6,829	191,922	SH	SOLE	12	191,922	0	0
HARTFORD FINL SVCS GROUP IN	COMMON	416515104	360	8,407	SH	SOLE	12	8,407	0	0
HCA HOLDINGS INC	COMMON	40412C101	442	5,841	SH	SOLE	12	5,841	0	0
HOLOGIC INC	COMMON	436440101	1,574	40,540	SH	SOLE	12	40,540	0	0
HOME DEPOT INC	COMMON	437076102	15,279	118,740	SH	SOLE	12	118,740	0	0
HONEYWELL INTL INC	COMMON	438516106	7,100	60,900	SH	SOLE	12	60,900	0	0
HUNTINGTON BANCSHARES INC	COMMON	446150104	1,654	167,782	SH	SOLE	12	167,782	0	0
ILLINOIS TOOL WKS INC	COMMON	452308109	6,170	51,484	SH	SOLE	12	51,484	0	0
INTERNATIONAL BUSINESS MACH	COMMON	459200101	5,518	34,735	SH	SOLE	12	34,735	0	0
ISHARES TR	COMMON	464287150	41,110	830,000	SH	SOLE	12	830,000	0	0
ISHARES TR	COMMON	464287168	29,820	348,000	SH	SOLE	12	348,000	0	0
ISHARES TR	COMMON	464287200	10,878	50,000	SH	SOLE	12	50,000	0	0
ISHARES TR	COMMON	464287242	271,110	2,200,926	SH	SOLE	12	2,200,926	0	0
ISHARES TR	COMMON	464287788	31,500	350,000	SH	SOLE	12	350,000	0	0
ISHARES TR	COMMON	464288513	88,133	1,010,000	SH	SOLE	12	1,010,000	0	0
ISHARES TR	COMMON	464288638	43,127	387,308	SH	SOLE	12	387,308	0	0
ISHARES TR	COMMON	464288638	29,241	262,600	SH	SOLE	11	262,600	0	0
ISHARES TR	COMMON	46429B697	32,255	710,000	SH	SOLE	12	710,000	0	0
ISHARES TR	COMMON	46432F339	50,238	744,376	SH	SOLE	12	744,376	0	0
ISHARES TR	COMMON	46432F842	30,705	556,859	SH	SOLE	12	556,859	0	0
JOHNSON & JOHNSON	COMMON	478160104	9,975	84,443	SH	SOLE	12	84,443	0	0
JONES LANG LASALLE INC	COMMON	48020Q107	1,789	15,722	SH	SOLE	12	15,722	0	0
JPMORGAN CHASE & CO	COMMON	46625H100	8,262	124,073	SH	SOLE	12	124,073	0	0
JUNIPER NETWORKS INC	COMMON	48203R104	1,952	81,135	SH	SOLE	12	81,135	0	0
KEYCORP NEW	COMMON	493267108	398	32,690	SH	SOLE	12	32,690	0	0
L-3 COMMUNICATIONS HLDGS IN	COMMON	502424104	449	2,982	SH	SOLE	12	2,982	0	0
LAUDER ESTEE COS INC	COMMON	518439104	6,000	67,754	SH	SOLE	12	67,754	0	0
LEGGETT & PLATT INC	COMMON	524660107	4,886	107,190	SH	SOLE	12	107,190	0	0
LEVEL 3 COMMUNICATIONS INC	COMMON	52729N308	1,303	28,104	SH	SOLE	12	28,104	0	0
LOCKHEED MARTIN CORP	COMMON	539830109	5,234	21,835	SH	SOLE	12	21,835	0	0
LOWES COS INC	COMMON	548661107	3,599	49,841	SH	SOLE	12	49,841	0	0
LYONDELLBASELL INDUSTRIES N	COMMON	N53745100	1,953	24,207	SH	SOLE	12	24,207	0	0

MARRIOTT INTL INC NEW	COMMON	571903202	395	5,871	SH	SOLE	12	5,871	0	0
MARSH & MCLENNAN COS INC	COMMON	571748102	5,644	83,920	SH	SOLE	12	83,920	0	0
MASCO CORP	COMMON	574599106	3,036	88,474	SH	SOLE	12	88,474	0	0
MASTERCARD INCORPORATED	COMMON	57636Q104	7,587	74,551	SH	SOLE	12	74,551	0	0
MCDONALDS CORP	COMMON	580135101	413	3,581	SH	SOLE	12	3,581	0	0
MEAD JOHNSON NUTRITION CO	COMMON	582839106	398	5,035	SH	SOLE	12	5,035	0	0
MEDEQUITIES RLTY TR INC	COMMON	58409L306	11,750	1,000,000	SH	SOLE	12	1,000,000	0	0
MEDTRONIC PLC	COMMON FOREIGN	G5960L103	5,592	64,725	SH	SOLE	12	64,725	0	0
MERCK & CO INC	COMMON	58933Y105	5,929	95,002	SH	SOLE	12	95,002	0	0
METLIFE INC	COMMON	59156R108	1,671	37,607	SH	SOLE	12	37,607	0	0
MGM RESORTS INTERNATIONAL	COMMON	552953101	3,556	136,605	SH	SOLE	12	136,605	0	0
MICHAEL KORS HLDGS LTD	COMMON FOREIGN	G60754101	393	8,405	SH	SOLE	12	8,405	0	0
MICROSOFT CORP	COMMON	594918104	5,334	92,603	SH	SOLE	12	92,603	0	0
MOHAWK INDS INC	COMMON	608190104	2,509	12,523	SH	SOLE	12	12,523	0	0
MONSANTO CO NEW	COMMON	61166W101	6,101	59,700	SH	SOLE	12	59,700	0	0
MYLAN N V	COMMON	N59465109	1,255	32,934	SH	SOLE	12	32,934	0	0
NETFLIX INC	COMMON	64110L106	3,288	33,359	SH	SOLE	12	33,359	0	0
NEWS CORP NEW	COMMON	65249B109	1,368	97,823	SH	SOLE	12	97,823	0	0
NEXTERA ENERGY INC	COMMON	65339F101	6,835	55,882	SH	SOLE	12	55,882	0	0
NORTHROP GRUMMAN CORP	COMMON	666807102	5,172	24,175	SH	SOLE	12	24,175	0	0
OMNICOM GROUP INC	COMMON	681919106	5,839	68,690	SH	SOLE	12	68,690	0	0
ORACLE CORP	COMMON	68389X105	5,371	136,747	SH	SOLE	12	136,747	0	0
PACCAR INC	COMMON	693718108	1,667	28,357	SH	SOLE	12	28,357	0	0
PALO ALTO NETWORKS INC	COMMON	697435105	1,886	11,836	SH	SOLE	12	11,836	0	0
PANERA BREAD CO	COMMON	69840W108	3,837	19,703	SH	SOLE	12	19,703	0	0
PAYPAL HLDGS INC	COMMON	70450Y103	4,498	109,776	SH	SOLE	12	109,776	0	0
PFIZER INC	COMMON	717081103	10,484	309,541	SH	SOLE	12	309,541	0	0
PINNACLE WEST CAP CORP	COMMON	723484101	5,534	72,823	SH	SOLE	12	72,823	0	0
PIONEER NAT RES CO	COMMON	723787107	1,790	9,642	SH	SOLE	12	9,642	0	0
PNC FINL SVCS GROUP INC	COMMON	693475105	1,525	16,927	SH	SOLE	12	16,927	0	0
PRAXAIR INC	COMMON	74005P104	5,822	48,185	SH	SOLE	12	48,185	0	0
QUALCOMM INC	COMMON	747525103	356	5,194	SH	SOLE	12	5,194	0	0
RAYTHEON CO	COMMON	755111507	5,474	40,215	SH	SOLE	12	40,215	0	0
REGENERON PHARMACEUTICALS	COMMON	75886F107	1,557	3,874	SH	SOLE	12	3,874	0	0
RITE AID CORP	COMMON	767754104	17,947	2,333,796	SH	SOLE	12	2,333,796	0	0
SABRE CORP	COMMON	78573M104	1,485	52,693	SH	SOLE	12	52,693	0	0
SALESFORCE COM INC	COMMON	79466L302	1,303	18,274	SH	SOLE	12	18,274	0	0
SEALED AIR CORP NEW	COMMON	81211K100	1,798	39,238	SH	SOLE	12	39,238	0	0
SHERWIN WILLIAMS CO	COMMON	824348106	2,275	8,222	SH	SOLE	12	8,222	0	0

SIGNET JEWELERS LIMITED	COMMON	G81276100	1,301	17,452	SH	SOLE	12	17,452	0	0
SNAP ON INC	COMMON	833034101	5,514	36,283	SH	SOLE	12	36,283	0	0
SPDR S&P 500 ETF TR	COMMON	78462F103	101,597	469,702	SH	SOLE	12	469,702	0	0
SPDR S&P 500 ETF TR	COMMON	78462F103	20,770	96,024	SH	SOLE	11	96,024	0	0
STANLEY BLACK & DECKER INC	COMMON	854502101	5,605	45,578	SH	SOLE	12	45,578	0	0
STARBUCKS CORP	COMMON	855244109	8,401	155,177	SH	SOLE	12	155,177	0	0
STRYKER CORP	COMMON	863667101	5,706	49,020	SH	SOLE	12	49,020	0	0
TESORO CORP	COMMON	881609101	1,636	20,559	SH	SOLE	12	20,559	0	0
TEXAS INSTRS INC	COMMON	882508104	5,385	76,732	SH	SOLE	12	76,732	0	0
THERMO FISHER SCIENTIFIC IN	COMMON	883556102	4,955	31,149	SH	SOLE	12	31,149	0	0
TIME WARNER INC	COMMON	887317303	4,130	51,877	SH	SOLE	12	51,877	0	0
TJX COS INC NEW	COMMON	872540109	2,773	37,076	SH	SOLE	12	37,076	0	0
TRAVELERS COMPANIES INC	COMMON	89417E109	5,914	51,626	SH	SOLE	12	51,626	0	0
UNITED PARCEL SERVICE INC	COMMON	911312106	5,649	51,656	SH	SOLE	12	51,656	0	0
UNITED TECHNOLOGIES CORP	COMMON	913017109	5,305	52,218	SH	SOLE	12	52,218	0	0
UNITEDHEALTH GROUP INC	COMMON	91324P102	5,544	39,601	SH	SOLE	12	39,601	0	0
VALERO ENERGY CORP NEW	COMMON	91913Y100	1,615	30,465	SH	SOLE	12	30,465	0	0
VALVOLINE INC	COMMON	92047W101	4,505	191,798	SH	SOLE	12	191,798	0	0
VERIZON COMMUNICATIONS INC	COMMON	92343V104	5,872	112,976	SH	SOLE	12	112,976	0	0
VISA INC	COMMON	92826C839	11,343	137,161	SH	SOLE	12	137,161	0	0
VOYA FINL INC	COMMON	929089100	1,541	53,480	SH	SOLE	12	53,480	0	0
WALGREENS BOOTS ALLIANCE IN	COMMON	931427108	5,927	73,512	SH	SOLE	12	73,512	0	0
WAL-MART STORES INC	COMMON	931142103	5,535	76,747	SH	SOLE	12	76,747	0	0
WASTE MGMT INC DEL	COMMON	94106L109	5,478	85,919	SH	SOLE	12	85,919	0	0
WELLS FARGO & CO NEW	COMMON	949746101	6,457	145,828	SH	SOLE	12	145,828	0	0
WHITEWAVE FOODS CO	COMMON	966244105	4,478	82,263	SH	SOLE	12	82,263	0	0
WHOLE FOODS MKT INC	COMMON	966837106	366	12,910	SH	SOLE	12	12,910	0	0
WYNDHAM WORLDWIDE CORP	COMMON	98310W108	395	5,874	SH	SOLE	12	5,874	0	0
XL GROUP LTD	COMMON FOREIGN	G98294104	394	11,710	SH	SOLE	12	11,710	0	0
YAHOO INC	COMMON	984332106	5,007	116,181	SH	SOLE	12	116,181	0	0