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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: 06-30-2013

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: PAUL SCHUTT
Title: VICE PRESIDENT INVESTMENT FINANCE
Phone: 847-402-5169

Signature, Place, and Date of Signing:

/s/ PAUL SCHUTT NORTHBROOK, IL 08-13-2013
[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).)

X 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
028-05909	RHUMBLINE ADVISERS
028-04295	BLACKROCK ADVISORS LLC

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 2
Form 13F Information Table Entry Total: 127
Form 13F Information Table Value Total: 2,191,657
(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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FORM 13F

FORM 13F INFORMATION TABLE

OMB APPROVAL	
OMB Number:	3235-0006
Expires:	Oct 31, 2018
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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		
				SHRS OR PRN	SH/ CALL	PUT/			SOLE	SHARED	NONE
3M CO	COMMON	88579Y101	5,464	49,969	SH		SOLE	12	49,969	0	0
ABBOTT LABS	COMMON	002824100	5,238	150,163	SH		SOLE	12	150,163	0	0
ADVANCE AUTO PARTS INC	COMMON	00751Y106	14,294	176,105	SH		SOLE	12	176,105	0	0
AGILENT TECHNOLOGIES INC	COMMON	00846U101	13,518	316,141	SH		SOLE	12	316,141	0	0
AGRIUM INC	COMMON FOREIGN	008916108	6,363	73,171	SH		SOLE	12	73,171	0	0
AIR PRODS & CHEMS INC	COMMON	009158106	5,410	59,083	SH		SOLE	12	59,083	0	0
AMERICAN ELEC PWR INC	COMMON	025537101	19,203	428,825	SH		SOLE	12	428,825	0	0
APPLE INC	COMMON	037833100	26,933	68,000	SH		SOLE	12	68,000	0	0
AT&T INC	COMMON	00206R102	5,066	143,117	SH		SOLE	12	143,117	0	0
BANK N S HALIFAX	COMMON FOREIGN	064149107	11,050	207,427	SH		SOLE	11	207,427	0	0
BAXTER INTL INC	COMMON	071813109	5,248	75,755	SH		SOLE	12	75,755	0	0
BEMIS INC	COMMON	081437105	5,306	135,554	SH		SOLE	12	135,554	0	0
BHP BILLITON LTD	COMMON FOREIGN	088606108	5,901	102,343	SH		SOLE	12	102,343	0	0
BRISTOL MYERS SQUIBB CO	COMMON	110122108	6,134	137,264	SH		SOLE	12	137,264	0	0
CA INC	COMMON	12673P105	15,070	526,377	SH		SOLE	12	526,377	0	0
CAMPBELL SOUP CO	COMMON	134429109	5,663	126,424	SH		SOLE	12	126,424	0	0
CANADIAN NAT RES LTD	COMMON FOREIGN	136385101	12,363	439,875	SH		SOLE	11	439,875	0	0
CANADIAN NATL RY CO	COMMON	136375102	6,525	67,083	SH		SOLE	12	67,083	0	0
CARDINAL HEALTH INC	COMMON	14149Y108	17,044	361,110	SH		SOLE	12	361,110	0	0
CAREFUSION CORP	COMMON	14170T101	14,410	391,057	SH		SOLE	12	391,057	0	0
CDN IMPERIAL BK OF COMMERCE	COMMON FOREIGN	136069101	11,351	160,436	SH		SOLE	11	160,436	0	0
CHEVRON CORP NEW	COMMON	166764100	11,720	99,035	SH		SOLE	12	99,035	0	0
CLOROX CO DEL	COMMON	189054109	5,180	62,303	SH		SOLE	12	62,303	0	0
CMS ENERGY CORP	COMMON	125896100	5,288	194,614	SH		SOLE	12	194,614	0	0
COCA COLA CO	COMMON	191216100	5,416	135,037	SH		SOLE	12	135,037	0	0
CONAGRA FOODS INC	COMMON	205887102	5,280	151,159	SH		SOLE	12	151,159	0	0
CONOCOPHILLIPS	COMMON	20825C104	6,508	107,576	SH		SOLE	12	107,576	0	0

CONSOLIDATED EDISON INC	COMMON	209115104	14,561	249,711	SH	SOLE	12	249,711	0	0
CSX CORP	COMMON	126408103	6,283	270,938	SH	SOLE	12	270,938	0	0
DEERE & CO	COMMON	244199105	6,241	76,808	SH	SOLE	12	76,808	0	0
DEVON ENERGY CORP NEW	COMMON	25179M103	6,062	116,848	SH	SOLE	12	116,848	0	0
DOMINION RES INC VA NEW	COMMON	25746U109	14,602	256,986	SH	SOLE	12	256,986	0	0
DTE ENERGY CO	COMMON	233331107	19,801	295,499	SH	SOLE	12	295,499	0	0
DUKE ENERGY CORP NEW	COMMON	26441C204	19,522	289,221	SH	SOLE	12	289,221	0	0
ENSCO PLC	COMMON FOREIGN	G3157S106	6,376	109,706	SH	SOLE	12	109,706	0	0
EXXON MOBIL CORP	COMMON	30231G102	11,997	132,788	SH	SOLE	12	132,788	0	0
FLEXTRONICS INTL LTD	COMMON	Y2573F102	14,902	1,925,321	SH	SOLE	12	1,925,321	0	0
FRANCO NEVADA CORP	COMMON FOREIGN	351858105	3,542	99,450	SH	SOLE	11	99,450	0	0
GENERAL DYNAMICS CORP	COMMON	369550108	5,965	76,146	SH	SOLE	12	76,146	0	0
GENERAL MLS INC	COMMON	370334104	5,508	113,494	SH	SOLE	12	113,494	0	0
GOLDCORP INC NEW	COMMON FOREIGN	380956409	3,858	156,800	SH	SOLE	11	156,800	0	0
GROUPE CGI INC	COMMON FOREIGN	39945C109	12,892	443,000	SH	SOLE	11	443,000	0	0
HALLIBURTON CO	COMMON	406216101	6,572	157,526	SH	SOLE	12	157,526	0	0
HARRIS CORP DEL	COMMON	413875105	14,133	286,968	SH	SOLE	12	286,968	0	0
HESS CORP	COMMON	42809H107	14,141	212,676	SH	SOLE	12	212,676	0	0
HILLSHIRE BRANDS CO	COMMON	432589109	13,751	415,684	SH	SOLE	12	415,684	0	0
INTERNATIONAL BUSINESS MACH	COMMON	459200101	4,762	24,916	SH	SOLE	12	24,916	0	0
INTERPUBLIC GROUP COS INC	COMMON	460690100	14,745	1,013,401	SH	SOLE	12	1,013,401	0	0
ISHARES TR	COMMON	464287168	88,511	1,382,770	SH	SOLE	12	1,382,770	0	0
ISHARES TR	COMMON	464287655	265	2,725	SH	SOLE	12	2,725	0	0
ISHARES TR	COMMON	464288372	28,317	804,677	SH	SOLE	12	804,677	0	0
ISHARES TR	COMMON	46429B689	73,452	1,285,474	SH	SOLE	12	1,285,474	0	0
ISHARES TR	COMMON	46429B697	123,879	3,803,459	SH	SOLE	12	3,803,459	0	0
JOHNSON & JOHNSON	COMMON	478160104	5,740	66,854	SH	SOLE	12	66,854	0	0
KELLOGG CO	COMMON	487836108	5,463	85,051	SH	SOLE	12	85,051	0	0
KIMBERLY CLARK CORP	COMMON	494368103	5,428	55,883	SH	SOLE	12	55,883	0	0
L-3 COMMUNICATIONS HLDGS IN	COMMON	502424104	5,794	67,580	SH	SOLE	12	67,580	0	0
LABORATORY CORP AMER HLDGS	COMMON	50540R409	14,451	144,369	SH	SOLE	12	144,369	0	0
LILLY ELI & CO	COMMON	532457108	4,684	95,368	SH	SOLE	12	95,368	0	0
LOCKHEED MARTIN CORP	COMMON	539830109	6,278	57,885	SH	SOLE	12	57,885	0	0
MAGNA INTL INC	COMMON FOREIGN	559222401	10,328	145,725	SH	SOLE	11	145,725	0	0
MANULIFE FINL CORP	COMMON FOREIGN	56501R106	1,718	107,800	SH	SOLE	11	107,800	0	0
MARATHON OIL CORP	COMMON	565849106	6,706	193,935	SH	SOLE	12	193,935	0	0
MCDONALDS CORP	COMMON	580135101	5,259	53,119	SH	SOLE	12	53,119	0	0

MEDTRONIC INC	COMMON	585055106	5,883	114,302	SH	SOLE	12	114,302	0	0
MERCK & CO INC NEW	COMMON	58933Y105	5,426	116,823	SH	SOLE	12	116,823	0	0
MONSANTO CO NEW	COMMON	61166W101	6,534	66,137	SH	SOLE	12	66,137	0	0
MOSAIC CO NEW	COMMON	61945C103	5,940	110,384	SH	SOLE	12	110,384	0	0
NABORS INDUSTRIES LTD	COMMON	G6359F103	13,757	898,567	SH	SOLE	12	898,567	0	0
NETAPP INC	COMMON	64110D104	14,477	383,196	SH	SOLE	12	383,196	0	0
NEXTERA ENERGY INC	COMMON	65339F101	20,766	254,863	SH	SOLE	12	254,863	0	0
NOBLE ENERGY INC	COMMON	655044105	6,981	116,278	SH	SOLE	12	116,278	0	0
NORFOLK SOUTHERN CORP	COMMON	655844108	6,314	86,914	SH	SOLE	12	86,914	0	0
NORTHEAST UTILS	COMMON	664397106	19,868	472,831	SH	SOLE	12	472,831	0	0
NORTHROP GRUMMAN CORP	COMMON	666807102	6,546	79,063	SH	SOLE	12	79,063	0	0
NUANCE COMMUNICATIONS INC	COMMON	67020Y100	48,156	2,620,000	SH	SOLE	12	2,620,000	0	0
OCCIDENTAL PETE CORP DEL	COMMON	674599105	6,382	71,519	SH	SOLE	12	71,519	0	0
OMNICOM GROUP INC	COMMON	681919106	5,579	88,744	SH	SOLE	12	88,744	0	0
OPEN TEXT CORP	COMMON FOREIGN	683715106	7,529	110,625	SH	SOLE	11	110,625	0	0
PEPSICO INC	COMMON	713448108	5,586	68,297	SH	SOLE	12	68,297	0	0
PG&E CORP	COMMON	69331C108	14,659	320,546	SH	SOLE	12	320,546	0	0
PHILLIPS 66	COMMON	718546104	6,127	104,009	SH	SOLE	12	104,009	0	0
PITNEY BOWES INC	COMMON	724479100	14,428	982,814	SH	SOLE	12	982,814	0	0
PLUM CREEK TIMBER CO INC	COMMON	729251108	6,466	138,553	SH	SOLE	12	138,553	0	0
POTASH CORP SASK INC	COMMON	73755L107	6,082	159,508	SH	SOLE	12	159,508	0	0
PPL CORP	COMMON	69351T106	19,843	655,758	SH	SOLE	12	655,758	0	0
PROCTER & GAMBLE CO	COMMON	742718109	5,246	68,135	SH	SOLE	12	68,135	0	0
PUBLIC SVC ENTERPRISE GROUP	COMMON	744573106	14,421	441,538	SH	SOLE	12	441,538	0	0
QUEST DIAGNOSTICS INC	COMMON	74834L100	19,945	328,955	SH	SOLE	12	328,955	0	0
RAYONIER INC	COMMON	754907103	6,664	120,306	SH	SOLE	12	120,306	0	0
RAYTHEON CO	COMMON	755111507	6,169	93,293	SH	SOLE	12	93,293	0	0
RIO TINTO PLC	COMMON	767204100	6,324	153,942	SH	SOLE	12	153,942	0	0
RLJ LODGING TR	COMMON	74965L101	14,564	647,560	SH	SOLE	11	647,560	0	0
RLJ LODGING TR	COMMON	74965L101	50,757	2,256,868	SH	SOLE	12	2,256,868	0	0
ROYAL BK CDA MONTREAL QUE	COMMON FOREIGN	780087102	7,251	124,850	SH	SOLE	11	124,850	0	0
SCHLUMBERGER LTD	COMMON	806857108	6,537	91,219	SH	SOLE	12	91,219	0	0
SEMPRA ENERGY	COMMON	816851109	14,592	178,477	SH	SOLE	12	178,477	0	0
SILVER WHEATON CORP	COMMON FOREIGN	828336107	2,784	142,500	SH	SOLE	11	142,500	0	0
SOUTHERN CO	COMMON	842587107	14,403	326,380	SH	SOLE	12	326,380	0	0
SPDR S&P 500 ETF TR	COMMON	78462F103	19,123	119,513	SH	SOLE	11	119,513	0	0
SPDR S&P 500 ETF TR	COMMON	78462F103	131,470	821,637	SH	SOLE	12	821,637	0	0

SPECTRA ENERGY CORP	COMMON	847560109	13,873	402,582	SH	SOLE	12	402,582	0	0
STAPLES INC	COMMON	855030102	15,218	959,520	SH	SOLE	12	959,520	0	0
STARZ	COMMON	85571Q102	2,670	120,815	SH	SOLE	12	120,815	0	0
SUNCOR ENERGY INC NEW	COMMON FOREIGN	867224107	9,901	337,050	SH	SOLE	11	337,050	0	0
SYSCO CORP	COMMON	871829107	5,337	156,225	SH	SOLE	12	156,225	0	0
TARGET CORP	COMMON	87612E106	5,386	78,219	SH	SOLE	12	78,219	0	0
TE CONNECTIVITY LTD	COMMON	H84989104	14,731	323,469	SH	SOLE	12	323,469	0	0
TIME WARNER INC	COMMON	887317303	5,380	93,041	SH	SOLE	12	93,041	0	0
TIMKEN CO	COMMON	887389104	14,284	253,794	SH	SOLE	12	253,794	0	0
TORONTO DOMINION BK ONT	COMMON FOREIGN	891160509	17,125	213,930	SH	SOLE	11	213,930	0	0
TRAVELERS COMPANIES INC	COMMON	89417E109	5,131	64,202	SH	SOLE	12	64,202	0	0
UNION PAC CORP	COMMON	907818108	6,704	43,451	SH	SOLE	12	43,451	0	0
UNITED PARCEL SERVICE INC	COMMON	911312106	5,365	62,039	SH	SOLE	12	62,039	0	0
UNITED TECHNOLOGIES CORP	COMMON	913017109	5,530	59,500	SH	SOLE	12	59,500	0	0
VALERO ENERGY CORP NEW	COMMON	91913Y100	5,943	170,920	SH	SOLE	12	170,920	0	0
VANGUARD INTL EQUITY INDEX	COMMON	922042858	17,809	460,859	SH	SOLE	11	460,859	0	0
VANGUARD INTL EQUITY INDEX	COMMON	922042858	527,900	13,612,675	SH	SOLE	12	13,612,675	0	0
VERIZON COMMUNICATIONS INC	COMMON	92343V104	5,472	108,710	SH	SOLE	12	108,710	0	0
WAL-MART STORES INC	COMMON	931142103	5,316	71,359	SH	SOLE	12	71,359	0	0
WASTE MGMT INC DEL	COMMON	94106L109	5,723	141,907	SH	SOLE	12	141,907	0	0
WEATHERFORD INTERNATIONAL L	COMMON	H27013103	14,608	1,066,307	SH	SOLE	12	1,066,307	0	0
WESTERN UN CO	COMMON	959802109	15,022	877,967	SH	SOLE	12	877,967	0	0
WEYERHAEUSER CO	COMMON	962166104	6,536	229,400	SH	SOLE	12	229,400	0	0
WISCONSIN ENERGY CORP	COMMON	976657106	5,187	126,544	SH	SOLE	12	126,544	0	0
XCEL ENERGY INC	COMMON	98389B100	14,194	500,838	SH	SOLE	12	500,838	0	0
YAMANA GOLD INC	COMMON FOREIGN	98462Y100	4,298	453,900	SH	SOLE	11	453,900	0	0