

**United States Securities and Exchange Commission**

Washington, DC 20549

**FORM S-8****REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933****THE ALLSTATE CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**DELAWARE**  
(State of Incorporation)**36-3871531**  
(I.R.S. Employer Identification  
No.)**2775 Sanders Road, Northbrook, Illinois 60062**  
(Address and Zip Code of Principal Executive Office)**ALLSTATE 401(K) SAVINGS PLAN**  
(Full title of the Plan)**Mary J. McGinn, Senior Vice President, Secretary, and Deputy General Counsel**  
**The Allstate Corporation**  
**2775 Sanders Road, Suite A3, Northbrook, Illinois 60062**  
**(847) 402-5000**

(Name, address, and telephone number of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company 

(do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Shares, par value \$0.01 per share (1)	25,000,000 shares	\$30.85(3)	\$771,250,000(3)	\$89,542.13(3)

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(2) The provisions of Rule 416 under the Securities Act of 1933 apply to this Registration Statement and the number of shares registered hereby shall automatically increase or decrease as the result of stock splits, stock dividends, reverse stock splits or similar transactions.

(3) Calculated pursuant to Rule 457(h) based on the average of the high and low prices of Allstate common shares on July 7, 2011 as reported on the New York Stock Exchange consolidated reporting system.

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 3: Incorporation of Documents by Reference**

The following documents filed by The Allstate Corporation ("Allstate") and the Allstate 401(k) Savings Plan (the "Plan") with the Securities and Exchange Commission (the "Commission") are incorporated in and made a part of this Registration Statement by reference, as of their respective dates:

1. Allstate's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed February 24, 2011, and the portions of our Proxy Statement, filed April 1, 2011, for our 2011 Annual Meeting of Stockholders incorporated by reference into our Annual Report. (File No. 1-11840)
2. The Plan's Annual Report on Form 11-K for the year ended December 31, 2010, filed on June 24, 2011. (File No. 1-11840)
3. Allstate's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 filed on April 27, 2011. (File No. 1-11840)
4. Allstate's Current Reports on Form 8-K filed April 12, April 19, May 18 (date of report: May 16, 2011; reporting under Items 3.03, 5.03, 5.05, 5.07, 8.01 and 9.01), and May 23, 2011. (File No. 1-11840)
5. The description of Allstate's common shares contained in Item 11 of Allstate's Form 10/A filed May 14, 2001, as amended and restated in Item 8.01 of Allstate's Current Report on Form 8-K, filed on May 18, 2007, and as further amended and restated in Item 8.01 of Allstate's Current Report on Form 8-K, filed on May 16, 2011. (File No. 1-11840)
6. From the date of filing of such documents, all documents filed by Allstate and the Plan with the Commission pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold.

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All documents that Allstate and the Plan subsequently file pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act, other than any information Allstate furnishes, rather than files, with the Commission pursuant to certain items of Form 8-K, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference or deemed to be part of the Registration Statement shall be deemed to be modified or superseded for purposes of the Registration Statement to the extent that a statement contained in any other subsequently filed document which also is or is deemed to be incorporated by reference or deemed to be part of the Registration Statement modifies or replaces such statement. Any statement contained in a document that is deemed to be incorporated by reference or deemed to be part of the Registration Statement after the most recent effective date may modify or replace existing statements contained in the Registration Statement. Any such statement so modified shall not be deemed in its unmodified form to constitute a part of the Registration Statement for purposes of the Securities Act of 1933. Any statement so superseded shall not be deemed to constitute a part of the Registration Statement for purposes of the Securities Act of 1933.

**Item 6: Indemnification of Directors and Officers**

Article IV of the bylaws of Allstate provides that Allstate will indemnify all of its directors, former directors, officers and former officers, to the fullest extent permitted under law, who were or are a party or are threatened to be made a party to any proceeding by reason of the fact that such persons were or are directors or officers of Allstate, against liabilities, expenses, judgments, fines, excise taxes or penalties assessed with respect to an employee benefit plan or trust, and amounts paid in settlement actually and reasonably incurred by them. The indemnity shall not be deemed exclusive of any other rights to which directors or officers may be entitled by law or under any articles of incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise. In addition, the indemnity shall inure to the benefit of the legal representatives of directors and officers or of their estates, whether such representatives are court appointed or otherwise designated, and to the benefit of the heirs of such directors and officers. The indemnity shall extend to and include claims for such payments arising out of any proceeding commenced or based on actions of such directors and officers taken prior to the effective date of such Article IV; provided that payment of such claims had not been agreed to or denied by Allstate before such date.

Article Eighth of Allstate's Amended and Restated Certificate of Incorporation provides that a director of Allstate shall not be personally liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, to the fullest extent permitted by the Delaware General Corporation Law.

Under Section 145 of the Delaware General Corporation Law, a corporation may indemnify a person who was made a party to a proceeding or threatened to be made a party to a proceeding by reason of the fact that the person is or was a director or officer of the corporation against liability actually and reasonably incurred in connection with such proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe the person's conduct was unlawful. A corporation may not indemnify a director or officer in connection with a proceeding where he is adjudged liable to the corporation, unless the court in which the proceeding is brought determines that such director or officer is fairly and reasonably entitled to indemnity.

Allstate has provided liability insurance for each director and officer for certain losses arising from claims or charges made against them while acting in their capacities as directors or officers of Allstate.

Allstate has entered into an indemnification agreement with each director, providing that Allstate will indemnify such director (and such director's spouse), to the fullest extent permitted under Delaware law, if he or she is or was made a party, witness, or other participant in or is or was threatened to be made a party, witness, or other participant in any proceeding by reason of the fact that such person was or may be deemed a director of Allstate or was or may be deemed serving at the request of Allstate as a director,

officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against liabilities, expenses (including those expenses incurred in relation to a successful defense of claims), judgments, fines, excise taxes or penalties assessed with respect to an employee benefit plan or trust, and amounts paid in settlement actually and reasonably incurred by them, provided that such director acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of Allstate. The indemnity shall not be deemed exclusive of any other rights to which such director may be entitled by law or under any articles of incorporation or by-law. The agreement requires Allstate to obtain and maintain an insurance policy or policies providing general director liability insurance.

#### **Item 8: Exhibits**

The Exhibits to this Registration Statement are listed in the Exhibit Index of this Registration Statement, which index is incorporated herein by reference.

Allstate has submitted the Plan to the Internal Revenue Service ("IRS") in a timely manner and will make all changes required by the IRS in order to qualify the Plan under Section 401 of the Internal Revenue Code.

#### **Item 9: Undertakings**

Allstate and the Plan hereby undertake:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Securities Act");
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the Registration Statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by Allstate or the Plan pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement

relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

Allstate and the Plan hereby undertake that, for purposes of determining any liability under the Securities Act, each filing of Allstate's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act and each filing of the Plan's annual report pursuant to Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of Allstate pursuant to the foregoing provisions, or otherwise, Allstate has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Allstate of expenses incurred or paid by a director, officer or controlling person of Allstate in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, Allstate will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

#### **POWER OF ATTORNEY**

Each director and/or officer of the Registrant whose signature appears below hereby appoints Don Civgin, Jennifer M. Hager, Michele C. Mayes, Mary J. McGinn, Samuel H. Pilch, and Thomas J. Wilson and each of them severally, as his or her attorney-in-fact in his or her name, place and stead, in any and all capacities stated below, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission. The Registrant also appoints Don Civgin, Jennifer M. Hager, Michele C. Mayes, Mary J. McGinn,

Samuel H. Pilch, and Thomas J. Wilson and each of them severally, as its attorney-in-fact in its name, place and stead to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission.

## SIGNATURES

*The Registrant.* Pursuant to the requirements of the Securities Act, Allstate certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Township of Northfield, County of Cook, State of Illinois, on July 12, 2011.

### THE ALLSTATE CORPORATION

By: /s/ MARY J. MCGINN  
Name: Mary J. McGinn  
Title: Senior Vice President, Secretary, and  
Deputy General Counsel

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Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ THOMAS J. WILSON</u> Thomas J. Wilson	Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer)	July 12, 2011
<u>/s/ DON CIVGIN</u> Don Civgin	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 12, 2011
<u>/s/ SAMUEL H. PILCH</u> Samuel H. Pilch	Senior Group Vice President and Controller (Principal Accounting Officer)	July 12, 2011
<u>/s/ F. DUANE ACKERMAN</u> F. Duane Ackerman	Director	July 12, 2011
<u>/s/ ROBERT D. BEYER</u> Robert D. Beyer	Director	July 12, 2011
<u>/s/ W. JAMES FARRELL</u> W. James Farrell	Director	July 12, 2011
<u>/s/ JACK M. GREENBERG</u> Jack M. Greenberg	Director	July 12, 2011
<u>/s/ RONALD T. LEMAY</u> Ronald T. LeMay	Director	July 12, 2011
<u>/s/ ANDREA REDMOND</u> Andrea Redmond	Director	July 12, 2011
<u>/s/ H. JOHN RILEY, JR.</u> H. John Riley, Jr.	Director	July 12, 2011
<u>/s/ JOSHUA I. SMITH</u> Joshua I. Smith	Director	July 12, 2011
<u>/s/ JUDITH A. SPRIESER</u> Judith A. Sprieser	Director	July 12, 2011
<u>/s/ MARY ALICE TAYLOR</u> Mary Alice Taylor	Director	July 12, 2011

### POWER OF ATTORNEY

The Plan hereby appoints Don Civgin, Jennifer M. Hager, Michele C. Mayes, Mary J. McGinn, Samuel H. Pilch, and Thomas J. Wilson and each of them severally, as its attorney-in-fact in its name, place and stead to sign any and all subsequent amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission.

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## SIGNATURES

*The Plan.* Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Northfield, County of Cook, State of Illinois, on July 12, 2011.

### ALLSTATE 401(k) SAVINGS PLAN

By: /s/ JOHN O'MALLEY  
Name: John O'Malley  
Title: Plan Administrator

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Amended and Restated Certificate of Incorporation of The Allstate Corporation, incorporated herein by reference to Exhibit 3(i) of The Allstate Corporation's current report on Form 8-K filed on May 18, 2011. (File No. 1-11840)
4.2	Amended and Restated Bylaws of The Allstate Corporation, effective May 18, 2011, incorporated herein by reference to Exhibit 3(ii) of The Allstate Corporation's current report on Form 8-K filed on May 18, 2011. (File No. 1-11840)
4.3	Allstate 401(k) Savings Plan, incorporated herein by reference to Exhibit 4.3 of Form S-8 filed on April 15, 2009. (File No. 333-158581)
4.4	First Amendment to the Allstate 401(k) Savings Plan
4.5	Second Amendment to the Allstate 401(k) Savings Plan
4.6	Third Amendment to the Allstate 401(k) Savings Plan
5	Undertaking Regarding Submission to Internal Revenue Service (included in Item 8)
15	Acknowledgment of Deloitte & Touche LLP regarding unaudited interim financial information
23	Consent of Independent Registered Public Accounting Firm
24	Power of Attorney (included on signature page)

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**FIRST AMENDMENT**  
**TO THE**  
**ALLSTATE 401(k) SAVINGS PLAN**

1. Subsection 3.12 of the Allstate 401(k) Savings Plan is hereby amended to read as follows:

3.12 **Qualified Nonelective Contributions.** Each Employer shall contribute to the Trust such amount, if any, for a Plan Year as determined by the Company in its discretion, as a Qualified Nonelective Contribution. Qualified Nonelective Contributions for a Plan Year shall be allocated to the Pre-Tax Account of the Participant who (i) is not a Highly Compensated Employee and (ii) has the lowest compensation (as defined in subsection 3.8) for the Plan Year until all Qualified Nonelective Contributions for such Plan Year have been allocated or such Participant's Qualified Nonelective Contributions equal 5% of his compensation (as defined in subsection 3.8) for the Plan Year. If any Qualified Nonelective Contributions remain after the allocation in the preceding sentence, the remaining Qualified Nonelective Contributions shall be allocated to the Pre-Tax Account of the Participant meeting the criteria described in (i) above with the next lowest amount of compensation (as defined in subsection 3.8) for the Plan Year until all such Qualified Nonelective Contributions have been allocated or such Participant's Qualified Nonelective Contributions for such Plan Year equal 5% of his compensation (as defined in subsection 3.8) for the Plan Year. This process shall be repeated until all Qualified Nonelective Contributions for the Plan Year have been allocated. Qualified Nonelective Contributions for a Plan Year shall be contributed no later than twelve (12) months after the last day of such Plan Year.

2. Subsection 9.7 is hereby amended to read as follows:

9.7 **Direct Transfer of Eligible Rollover Distributions.** If payment of a Participant's Vested benefits constitutes an Eligible Rollover Distribution (as defined below), then the Participant or other Eligible

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Distributee (as defined below) may elect to have such distribution payable directly to an Eligible Retirement Plan (as defined below); provided, however, that the portion, if any, of an Eligible Rollover Distribution that would not be includable in the Participant's gross income if distributed to the Participant shall not be paid directly to any Eligible Retirement Plan other than a qualified retirement plan described in Code Section 401(a) or 403(a), an individual retirement Account described in Code Section 408(a) or an individual retirement annuity described in Code Section 408(b). Each election under this subsection 9.7 shall be made at such time and in such manner as the Administrative Committee shall determine, and shall be effective only in accordance with such rules as shall be established from time to time by the Administrative Committee.

"Eligible Retirement Plan" means (i) an individual retirement account described in Section 408(a) of the Code, (ii) an individual retirement annuity described in Section 408(b) of the Code (other than an endowment contract), (iii) a Roth IRA described in Section 408A of the Code, (iv) a qualified trust described in Section 401(a) of the Code, (v) a qualified employee annuity described in Section 403(a) of the Code, (vi) an eligible deferred compensation plan described in Section 457(b) of the Code maintained by a governmental employer, and (vii) a tax deferred annuity described in Section 403(b) of the Code; provided, however, that if any Eligible Rollover Distribution is made to a Participant's spouse or former spouse before the Participant's death, only an individual retirement account or individual retirement annuity described in (i) or (ii) above shall be considered an Eligible Retirement Plan. If any Eligible Rollover Distribution is made to a Participant's non-spouse Beneficiary, only an individual retirement account or an individual retirement annuity described in (i) or (ii) above that is treated as an inherited individual retirement account or individual retirement annuity (within the meaning of

Code Section 408(d)(3)(C)) shall be considered an Eligible Retirement Plan.

An "Eligible Rollover Distribution" means any distribution of all or any portion of the balance to the credit of an Eligible Distributee, except that an Eligible Rollover Distribution does not include: (i) any distribution that is one of a series of substantially equal periodic payments (not less frequently than annually) made for the life (or life expectancy) of the distributee or the joint lives (or joint life expectancies) of the distributee and the distributee's beneficiary, or over a specified period of ten years or more; (ii) any distribution to the extent such distribution is required under Code Section 401(a)(9); or (iii) any distribution made on account of hardship.

An "Eligible Distributee," with respect to a Participant's Vested Accounts, means the Participant, the Participant's surviving spouse or former spouse who is an alternate payee under a qualified domestic relations order and any non-spouse beneficiary of the Participant who is a "designated beneficiary" within the meaning of Code Section 401(a)(9)(E).

**SECOND AMENDMENT**  
**TO THE**  
**ALLSTATE 401(k) SAVINGS PLAN**

The Allstate 401(k) Savings Plan as amended and restated effective March 1, 2009 and as subsequently amended (the "Plan") is hereby further amended as set forth below.

1. Subsection 3.1 of the Plan is hereby amended effective January 1, 2011 to add the following paragraphs to the end thereof:

Notwithstanding the preceding paragraph, each Participant who becomes an Employee on or after January 1, 2011 (or a Participant who has had a severance from employment and resumes active employment as an Employee on or after January 1, 2011) shall be deemed to have elected (a "Deemed Pre-Tax Deposit Election") to reduce his Eligible Compensation (as defined in subsection 3.5) by five percent (5%) and have such amount contributed to the Plan as a Pre-Tax Deposit unless and until such Participant affirmatively revokes his Deemed Pre-Tax Deposit Election and/or makes a new Pre-Tax Deposit election. The Deemed Pre-Tax Deposit Election will become effective as soon as practicable after the forty-fifth day following the date such Participant first becomes an Employee (or, in the case of a Participant who has had a severance from employment, after he resumes active employment as an Employee).

2. The last paragraph of Subsection 5.2 of the Plan is hereby amended effective January 1, 2011 to read as follows:

The Investment Committee, in its discretion, may direct the Trustee to establish such Investment Funds or to terminate any of the Investment Funds (other than the Allstate Stock Fund) as it shall from time to time consider appropriate and in the best interests of the Participants. The funds established hereunder may be referred to collectively as the "Investment Funds" and

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individually as an "Investment Fund." In addition, the Investment Committee shall designate one or more Investment Funds as the default Investment Fund(s) for the investment of Participant Deposits, Qualified Nonelective Contributions and Rollover Deposits for which the Participant has not made an affirmative investment election under Subsection 5.3.

3. The last sentence of the fourth paragraph of Subsection 5.3 of the Plan is hereby amended effective January 1, 2011 to read as follows:

If a Participant fails to make a diversification/investment election under this subsection 5.3, he shall be deemed to have elected to invest his Participant Deposits, Qualified Nonelective Contributions and Rollover Deposits in the Investment Fund(s) designated by the Investment Committee as the default Investment Fund(s) if the Participant became an Employee on or after January 1, 2011 or has had a severance from employment and subsequently resumed active employment as an Employee on or after January 1, 2011.

4. Subsection 7.12 is hereby amended effective January 1, 2008 to read as follows:

7.12 Allocation of Net Investment Gains or Losses to Distributions of Excess Contributions. Any Pre-Tax Deposits exceeding the limits of subsection 3.6 ("excess deferrals") or subsection 3.7 ("excess pre-tax deposits"), any Employer Contributions attributable to excess deferrals or excess pre-tax deposits which must be forfeited pursuant to subsection 3.6 or 3.7, and any After-Tax Deposits or Employer Contributions exceeding the limits of subsection 7.11 ("excess after-tax deposits or matching contributions") for a Plan Year that are distributed or forfeited pursuant to subsection 3.6, 3.7 or 7.11 shall be increased by the net investment gains and/or reduced by the amount of any

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net investment losses attributable to such distributed or forfeited contributions. Such net investment gains or losses shall equal the product of:

- (a) the total investment gains or losses credited to the Participant's Account to which the distributed or forfeited contributions were made for the period (the "Measuring Period") beginning on the first day of such Plan Year (or calendar year, as applicable) and ending on the last day of such Plan Year (or calendar year, as applicable), multiplied by
- (b) a fraction, the numerator of which is the amount of contributions distributed or forfeited and the denominator of which is the balance of such Account as of the first day of such Measuring Period plus the contributions allocated to such Account during the Measuring Period.

Except as set forth herein, the Plan shall remain in full force and effect.

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**THIRD AMENDMENT**  
**TO THE**  
**ALLSTATE 401(k) SAVINGS PLAN**

Subsection 4.1 of the Allstate 401(k) Savings Plan is hereby amended effective for Plan Years commencing on or after January 1, 2011, to read as follows:

4.1 Amount of Employer Contributions. The aggregate amount of "Employer Contributions" to the Plan for each Plan Year shall be an amount equal to the sum of the Participation Share Contribution and the Performance Share Contribution made on behalf of all Eligible Participants (as defined in subsection 7.5) for that Plan Year.

- a. The amount of the "Participation Share Contribution" made on behalf of each Eligible Participant is equal to \$.40 for each \$1.00 of Basic Pre-Tax Deposits made during that Plan Year by such Eligible Participant who is entitled to receive the Participation Share Contribution for that year under subsection 7.5; plus
- b. The amount, if any, of each Eligible Participant's "Performance Share Contribution" for the Plan Year shall be determined by the Company in its sole discretion. The amount of the Performance Share Contribution per dollar of Participation Share Contribution for any Plan Year shall be the same for all Eligible Participants. Notwithstanding the foregoing, the maximum amount of Performance Share Contributions that the Company may authorize for any Plan Year shall not exceed \$.40 for each \$1.00 of Basic Pre-Tax Deposits made during that Plan Year by such Eligible Participants who are entitled to receive the Performance Share Contribution for that year under subsection 7.5; and

Notwithstanding the foregoing, if a Participant terminates employment on or after January 1, 2011 and prior to February 1, 2011 and is an Eligible Participant (as defined in subsection 7.5) for the Plan Year commencing on January 1, 2011, then such Eligible Participant shall be entitled to have an Employer Contribution credited to his Account for the Plan Year commencing on January 1, 2011 in an amount that shall be no less than the Participation Share Contribution that would have been credited to such Eligible Participant's Account for such Plan Year under the terms of the Plan in effect immediately prior to the adoption of this amendment.

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The Allstate Corporation  
2775 Sanders Road  
Northbrook, IL 60062

We have reviewed, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the unaudited interim financial information of The Allstate Corporation and subsidiaries for the three-month periods ended March 31, 2011 and 2010, and have issued our report dated April 27, 2011. As indicated in that report, because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which was included in your quarterly report on Form 10-Q for the quarter ended March 31, 2011, is incorporated by reference in this Registration Statement.

We also are aware that the aforementioned report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

/s/ Deloitte & Touche LLP

Chicago, Illinois  
July 13, 2011

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 24, 2011 relating to the financial statements and financial statement schedules of The Allstate Corporation and the effectiveness of The Allstate Corporation's internal control over financial reporting (which reports express an unqualified opinion and includes an explanatory paragraph relating to a change in The Allstate Corporation's recognition and presentation for other-than-temporary impairments of debt securities in 2009) appearing in the Annual Report on Form 10-K of The Allstate Corporation for the year ended December 31, 2010, and our report dated June 10, 2011 relating to the financial statements and supplemental schedule and supplementary information by fund of the Allstate 401(k) Savings Plan appearing in the Annual Report on Form 11-K of the Allstate 401(k) Savings Plan for the year ended December 31, 2010.

/s/ Deloitte & Touche LLP

Chicago, Illinois  
July 13, 2011

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