# SEC Form 4

**FORM 4**

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* **RILEY H JOHN JR** | 2. Issuer Name **and** Ticker or Trading Symbol **ALLSTATE CORP** [ ALL ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| (Last) (First) (Middle) **C/O THE ALLSTATE CORPORATION** **2775 SANDERS ROAD** | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2011 | X Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below) |
| (Street) **NORTHBROOK  IL     60062-6127** | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person |
| (City)       (State)       (Zip) | | |

### 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 | | | |

### 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 | Amount or Number of Shares | | | | |
| Common Share Unit | $0 | 03/01/2011 | | A | | 675.891[1] | | | (1) | (1) | Common Stock | 675.891 | $31.44 | 18,639.866 | D | |

**Explanation of Responses:**

1. These common share units were acquired pursuant to The Allstate Corporation Amended and Restated Deferred Compensation Plan for Non-Employee Directors and represent the director's fees deferred under the Plan and converted into units based on the fair market value of The Allstate Corporation's common shares. The units are credited with amounts representing dividends on common shares, as declared, which are also converted into units. For the period of December 1, 2010 through March 1, 2011, the reporting person acquired 110.786 of common share units representing those dividends.

/s/ Katherine A. Smith, attorney-in-fact for Mr. Riley        03/02/2011

** Signature of Reporting Person        Date