

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Lees Susan L</u>			2. Date of Event Requiring Statement (Month/Day/Year) 06/07/2012		3. Issuer Name and Ticker or Trading Symbol <u>ALLSTATE CORP [ALL]</u>	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)		5. If Amendment, Date of Original Filed (Month/Day/Year)	
<u>C/O THE ALLSTATE CORPORATION</u>			Director		10% Owner	
<u>2775 SANDERS ROAD</u>			<input checked="" type="checkbox"/> Officer (give title below)		Other (specify below)	
(Street)	<u>NORTHBROOK IL</u>		<u>EVP and General Counsel</u>		<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City)	(State)	(Zip)	Form filed by More than One Reporting Person			
		<u>60062-6127</u>				

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,478	I	By 401(k) Plan
Common Stock	2,551	D	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy)	02/20/2011	02/20/2017	Common Stock	2,895	62.24	D	
Employee Stock Option (Right to Buy)	02/21/2010	02/21/2016	Common Stock	3,038	53.84	D	
Employee Stock Option (Right to Buy)	(1)	02/21/2022	Common Stock	10,552	31.56	D	
Employee Stock Option (Right to Buy)	02/22/2009	02/22/2015	Common Stock	2,526	52.57	D	
Employee Stock Option (Right to Buy)	(2)	02/22/2020	Common Stock	17,187	31.41	D	
Employee Stock Option (Right to Buy)	(3)	02/22/2021	Common Stock	7,257	31.74	D	
Employee Stock Option (Right to Buy)	02/26/2012	02/26/2018	Common Stock	5,111	48.82	D	
Employee Stock Option (Right to Buy)	(4)	02/27/2019	Common Stock	22,337	16.83	D	
Employee Stock Option (Right to Buy)	02/06/2008	02/06/2014	Common Stock	3,106	45.96	D	
Employee Stock Option (Right to Buy)	02/07/2007	02/07/2013	Common Stock	767	31.78	D	
Restricted Stock Units	(5)	(5)	Common Stock	8,696	(5)	D	
Restricted Stock Units	(6)	(6)	Common Stock	903	(6)	D	
Restricted Stock Units	(7)	(7)	Common Stock	6,571	(7)	D	
Restricted Stock Units	02/27/2013	02/27/2013	Common Stock	3,931	(8)	D	

Explanation of Responses:

- Stock option award granted on February 21, 2012 for 10,552 shares of common stock vesting in 3 increments. 50% vesting on February 21, 2014, 25% vesting on February 21, 2015, and the remaining 25% vesting on February 21, 2016.
- Stock option award granted on February 22, 2010 for 17,187 shares of common stock vesting in 3 increments. 50% vested on February 22, 2012. The remaining increments will vest 25% on February 22, 2013 and 25% on February 22, 2014.
- Stock option award granted on February 22, 2011 for 7,257 shares of common stock vesting in 3 increments. 50% vesting on February 22, 2013, 25% vesting on February 22, 2014, and the remaining 25% vesting on February 22, 2015.
- Stock option award granted on February 27, 2009 for 22,337 shares of common stock vesting in 4 annual increments with the remaining 25% increment vesting on February 27, 2013.
- Award of Restricted Stock Units (RSUs) granted on February 21, 2012 under The Allstate Corporation 2009 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock on the day following the last day of the period of restriction (the conversion date). 50% of the total number of RSUs will convert on February 21, 2014, 25% will convert on February 21, 2015, and the remaining 25% will convert on February 21, 2016.
- Award of Restricted Stock Units (RSUs) granted on February 22, 2010 under The Allstate Corporation 2009 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock on the day following the last day of the period of restriction (the conversion date). 50% of the total number of RSUs converted on February 22, 2012, 25% will convert on February 22, 2013, and the remaining 25% will convert on February 22, 2014.
- Award of Restricted Stock Units (RSUs) granted February 22, 2011 under The Allstate Corporation 2009 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock on the day following the last day of the period of restriction (the conversion date). 50% of the total number of RSUs will convert on February 22, 2013, 25%

will convert on February 22, 2014, and the remaining 25% will convert on February 22, 2015.

8. Award of Restricted Stock Units (RSUs) granted on February 27, 2009 under The Allstate Corporation Amended and Restated 2001 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock on the day following the last day of the period of restriction (the conversion date). The total number of RSUs will convert on February 27, 2013.

/s/ Lisette Willemssen, attorney-
in-fact for Ms. Lees 06/13/2012

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOW BY ALL THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Barbara Green, Mary McGinn, Katherine Smith, Lisette Willemsen, and Susan Woosley, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of The Allstate Corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of June, 2012.

/s/Susan L. Lees

____Susan L. Lees____
Print Name

