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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: 09-30-2013

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 11-12-2013  
[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).)

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: 139

Form 13F Information Table Value Total: 2,575,998  
(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  
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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		
				SHRS OR PRN	SH/ CALL	PUT/			SOLE	SHARED	NONE
3M CO	COMMON	88579Y101	5,967	49,969	SH		SOLE	12	49,969	0	0
ABBOTT LABS	COMMON	002824100	4,984	150,163	SH		SOLE	12	150,163	0	0
ADVANCE AUTO PARTS INC	COMMON	00751Y106	19,133	231,405	SH		SOLE	12	231,405	0	0
AGILENT TECHNOLOGIES INC	COMMON	00846U101	7,379	143,972	SH		SOLE	12	143,972	0	0
AGRIUM INC	COMMON FOREIGN	008916108	6,149	73,171	SH		SOLE	12	73,171	0	0
AIR PRODS & CHEMS INC	COMMON	009158106	6,296	59,083	SH		SOLE	12	59,083	0	0
ALLERGAN INC	COMMON	018490102	44,647	493,611	SH		SOLE	12	493,611	0	0
AMERICAN ELEC PWR INC	COMMON	025537101	22,484	518,660	SH		SOLE	12	518,660	0	0
APPLE INC	COMMON	037833100	32,419	68,000	SH		SOLE	12	68,000	0	0
AT&T INC	COMMON	00206R102	4,840	143,117	SH		SOLE	12	143,117	0	0
BANK N S HALIFAX	COMMON FOREIGN	064149107	12,220	213,006	SH		SOLE	11	213,006	0	0
BAXTER INTL INC	COMMON	071813109	4,976	75,755	SH		SOLE	12	75,755	0	0
BEMIS INC	COMMON	081437105	5,288	135,554	SH		SOLE	12	135,554	0	0
BHP BILLITON LTD	COMMON FOREIGN	088606108	6,806	102,343	SH		SOLE	12	102,343	0	0
CA INC	COMMON	12673P105	23,206	782,137	SH		SOLE	12	782,137	0	0
CAMPBELL SOUP CO	COMMON	134429109	5,147	126,424	SH		SOLE	12	126,424	0	0
CANADIAN NAT RES LTD	COMMON FOREIGN	136385101	13,844	439,875	SH		SOLE	11	439,875	0	0
CANADIAN NATL RY CO	COMMON	136375102	6,800	67,083	SH		SOLE	12	67,083	0	0
CARDINAL HEALTH INC	COMMON	14149Y108	25,139	482,049	SH		SOLE	12	482,049	0	0
CAREFUSION CORP	COMMON	14170T101	34,117	924,582	SH		SOLE	12	924,582	0	0
CDN IMPERIAL BK OF COMMERCE	COMMON FOREIGN	136069101	12,808	160,436	SH		SOLE	11	160,436	0	0
CHEVRON CORP NEW	COMMON	166764100	12,033	99,035	SH		SOLE	12	99,035	0	0
CLIFFS NAT RES INC	COMMON	18683K101	22,196	1,082,739	SH		SOLE	12	1,082,739	0	0
CLOROX CO DEL	COMMON	189054109	5,091	62,303	SH		SOLE	12	62,303	0	0
CMS ENERGY CORP	COMMON	125896100	5,122	194,614	SH		SOLE	12	194,614	0	0
COCA COLA CO	COMMON	191216100	5,115	135,037	SH		SOLE	12	135,037	0	0
CONAGRA FOODS INC	COMMON	205887102	4,586	151,159	SH		SOLE	12	151,159	0	0

CONOCOPHILLIPS	COMMON	20825C104	14,165	203,790	SH	SOLE	12	203,790	0	0
CONSOLIDATED EDISON INC	COMMON	209115104	17,531	317,933	SH	SOLE	12	317,933	0	0
CSX CORP	COMMON	126408103	6,974	270,938	SH	SOLE	12	270,938	0	0
DEERE & CO	COMMON	244199105	6,251	76,808	SH	SOLE	12	76,808	0	0
DEVON ENERGY CORP NEW	COMMON	25179M103	6,749	116,848	SH	SOLE	12	116,848	0	0
DOMINION RES INC VA NEW	COMMON	25746U109	20,155	322,590	SH	SOLE	12	322,590	0	0
DTE ENERGY CO	COMMON	233331107	23,272	352,716	SH	SOLE	12	352,716	0	0
DUKE ENERGY CORP NEW	COMMON	26441C204	23,201	347,427	SH	SOLE	12	347,427	0	0
ENERGY TRANSFER PRTRNS L P	COMMON	29273R109	13,894	266,840	SH	SOLE	12	266,840	0	0
ENSCO PLC	COMMON FOREIGN	G3157S106	5,897	109,706	SH	SOLE	12	109,706	0	0
ENTERPRISE PRODS PARTNERS L	COMMON	293792107	16,363	268,070	SH	SOLE	12	268,070	0	0
EXELON CORP	COMMON	30161N101	18,402	620,837	SH	SOLE	12	620,837	0	0
EXXON MOBIL CORP	COMMON	30231G102	11,425	132,788	SH	SOLE	12	132,788	0	0
FLEXTRONICS INTL LTD	COMMON	Y2573F102	26,005	2,860,810	SH	SOLE	12	2,860,810	0	0
FRANCO NEVADA CORP	COMMON FOREIGN	351858105	2,454	53,970	SH	SOLE	11	53,970	0	0
GENERAL DYNAMICS CORP	COMMON	369550108	6,664	76,146	SH	SOLE	12	76,146	0	0
GENERAL MLS INC	COMMON	370334104	5,439	113,494	SH	SOLE	12	113,494	0	0
GOLDCORP INC NEW	COMMON FOREIGN	380956409	4,081	156,800	SH	SOLE	11	156,800	0	0
GROUPE CGI INC	COMMON FOREIGN	39945C109	15,537	443,000	SH	SOLE	11	443,000	0	0
HALLIBURTON CO	COMMON	406216101	7,585	157,526	SH	SOLE	12	157,526	0	0
HARRIS CORP DEL	COMMON	413875105	22,045	371,747	SH	SOLE	12	371,747	0	0
HESS CORP	COMMON	42809H107	24,440	316,012	SH	SOLE	12	316,012	0	0
HILLSHIRE BRANDS CO	COMMON	432589109	17,990	585,216	SH	SOLE	12	585,216	0	0
INTERNATIONAL BUSINESS MACH	COMMON	459200101	4,614	24,916	SH	SOLE	12	24,916	0	0
INTERPUBLIC GROUP COS INC	COMMON	460690100	23,075	1,343,103	SH	SOLE	12	1,343,103	0	0
ISHARES	COMMON	464286533	58,730	1,000,000	SH	SOLE	12	1,000,000	0	0
ISHARES	COMMON	464287168	91,733	1,382,770	SH	SOLE	12	1,382,770	0	0
ISHARES	COMMON	464287655	269	2,525	SH	SOLE	12	2,525	0	0
ISHARES	COMMON	464288372	30,409	804,677	SH	SOLE	12	804,677	0	0
ISHARES	COMMON	464288513	9,156	100,000	SH	SOLE	12	100,000	0	0
ISHARES	COMMON	46429B689	78,337	1,285,474	SH	SOLE	12	1,285,474	0	0
ISHARES	COMMON	46429B697	126,199	3,803,459	SH	SOLE	12	3,803,459	0	0
ISHARES INC	COMMON	46434G103	48,650	1,000,000	SH	SOLE	12	1,000,000	0	0
JOHNSON & JOHNSON	COMMON	478160104	5,796	66,854	SH	SOLE	12	66,854	0	0
KELLOGG CO	COMMON	487836108	4,995	85,051	SH	SOLE	12	85,051	0	0
KIMBERLY CLARK CORP	COMMON	494368103	5,265	55,883	SH	SOLE	12	55,883	0	0
KINDER MORGAN ENERGY PARTNE	COMMON	494550106	15,740	197,166	SH	SOLE	12	197,166	0	0
L-3 COMMUNICATIONS HLDGS IN	COMMON	502424104	6,386	67,580	SH	SOLE	12	67,580	0	0

LABORATORY CORP AMER HLDGS	COMMON	50540R409	21,267	214,516	SH	SOLE	12	214,516	0	0
LILLY ELI & CO	COMMON	532457108	4,800	95,368	SH	SOLE	12	95,368	0	0
LOCKHEED MARTIN CORP	COMMON	539830109	7,383	57,885	SH	SOLE	12	57,885	0	0
MAGELLAN MIDSTREAM PRTNRS L	COMMON	559080106	8,088	143,327	SH	SOLE	12	143,327	0	0
MAGNA INTL INC	COMMON FOREIGN	559222401	11,843	143,365	SH	SOLE	11	143,365	0	0
MANULIFE FINL CORP	COMMON FOREIGN	56501R106	1,787	107,800	SH	SOLE	11	107,800	0	0
MARATHON OIL CORP	COMMON	565849106	6,764	193,935	SH	SOLE	12	193,935	0	0
MARKWEST ENERGY PARTNERS L	COMMON	570759100	8,401	116,313	SH	SOLE	12	116,313	0	0
MCDONALDS CORP	COMMON	580135101	5,111	53,119	SH	SOLE	12	53,119	0	0
MEDTRONIC INC	COMMON	585055106	6,087	114,302	SH	SOLE	12	114,302	0	0
MERCK & CO INC NEW	COMMON	58933Y105	5,562	116,823	SH	SOLE	12	116,823	0	0
MONDELEZ INTL INC	COMMON	609207105	23,292	741,325	SH	SOLE	12	741,325	0	0
MONSANTO CO NEW	COMMON	61166W101	6,903	66,137	SH	SOLE	12	66,137	0	0
MOSAIC CO NEW	COMMON	61945C103	35,100	815,906	SH	SOLE	12	815,906	0	0
NABORS INDUSTRIES LTD	COMMON	G6359F103	21,443	1,335,169	SH	SOLE	12	1,335,169	0	0
NETAPP INC	COMMON	64110D104	24,267	569,386	SH	SOLE	12	569,386	0	0
NEXTERA ENERGY INC	COMMON	65339F101	24,221	302,159	SH	SOLE	12	302,159	0	0
NOBLE ENERGY INC	COMMON	655044105	7,792	116,278	SH	SOLE	12	116,278	0	0
NORFOLK SOUTHERN CORP	COMMON	655844108	6,723	86,914	SH	SOLE	12	86,914	0	0
NORTHEAST UTILS	COMMON	664397106	23,340	565,807	SH	SOLE	12	565,807	0	0
NORTHROP GRUMMAN CORP	COMMON	666807102	7,532	79,063	SH	SOLE	12	79,063	0	0
NUANCE COMMUNICATIONS INC	COMMON	67020Y100	49,548	2,650,358	SH	SOLE	12	2,650,358	0	0
NUANCE COMMUNICATIONS INC	COMMON	67020Y100	56	2,997	SH	SOLE	11	2,997	0	0
OCCIDENTAL PETE CORP DEL	COMMON	674599105	30,380	324,780	SH	SOLE	12	324,780	0	0
OMNICOM GROUP INC	COMMON	681919106	5,630	88,744	SH	SOLE	12	88,744	0	0
ONEOK PARTNERS LP	COMMON	68268N103	8,077	152,359	SH	SOLE	12	152,359	0	0
OPEN TEXT CORP	COMMON FOREIGN	683715106	6,871	92,020	SH	SOLE	11	92,020	0	0
PEPSICO INC	COMMON	713448108	5,430	68,297	SH	SOLE	12	68,297	0	0
PG&E CORP	COMMON	69331C108	16,895	412,877	SH	SOLE	12	412,877	0	0
PHILLIPS 66	COMMON	718546104	6,014	104,009	SH	SOLE	12	104,009	0	0
PLAINS ALL AMERN PIPELINE L	COMMON	726503105	14,297	271,505	SH	SOLE	12	271,505	0	0
PLUM CREEK TIMBER CO INC	COMMON	729251108	6,488	138,553	SH	SOLE	12	138,553	0	0
POTASH CORP SASK INC	COMMON	73755L107	4,989	159,508	SH	SOLE	12	159,508	0	0

PPL CORP	COMMON	69351T106	23,716	780,637	SH	SOLE	12	780,637	0	0
PROCTER & GAMBLE CO	COMMON	742718109	5,150	68,135	SH	SOLE	12	68,135	0	0
PUBLIC SVC ENTERPRISE GROUP	COMMON	744573106	18,435	559,811	SH	SOLE	12	559,811	0	0
QUEST DIAGNOSTICS INC	COMMON	74834L100	27,296	441,756	SH	SOLE	12	441,756	0	0
RAYONIER INC	COMMON	754907103	6,695	120,306	SH	SOLE	12	120,306	0	0
RAYTHEON CO	COMMON	755111507	7,190	93,293	SH	SOLE	12	93,293	0	0
RIO TINTO PLC	COMMON	767204100	7,506	153,942	SH	SOLE	12	153,942	0	0
ROYAL BK CDA MONTREAL QUE	COMMON FOREIGN	780087102	8,016	124,850	SH	SOLE	11	124,850	0	0
SCHLUMBERGER LTD	COMMON	806857108	8,060	91,219	SH	SOLE	12	91,219	0	0
SEMPRA ENERGY	COMMON	816851109	19,197	224,264	SH	SOLE	12	224,264	0	0
SILVER WHEATON CORP	COMMON FOREIGN	828336107	3,836	154,507	SH	SOLE	11	154,507	0	0
SPDR S&P 500 ETF TR	COMMON	78462F103	16,497	98,138	SH	SOLE	11	98,138	0	0
SPDR S&P 500 ETF TR	COMMON	78462F103	138,176	821,987	SH	SOLE	12	821,987	0	0
SPECTRA ENERGY CORP	COMMON	847560109	13,780	402,582	SH	SOLE	12	402,582	0	0
STARZ	COMMON	85571Q102	15,064	535,515	SH	SOLE	12	535,515	0	0
SUNCOR ENERGY INC NEW	COMMON FOREIGN	867224107	12,077	337,050	SH	SOLE	11	337,050	0	0
SUNOCO LOGISTICS PRTRNS L P	COMMON	86764L108	8,160	122,799	SH	SOLE	12	122,799	0	0
SYSCO CORP	COMMON	871829107	4,973	156,225	SH	SOLE	12	156,225	0	0
TARGET CORP	COMMON	87612E106	5,004	78,219	SH	SOLE	12	78,219	0	0
TE CONNECTIVITY LTD	COMMON	H84989104	23,739	458,458	SH	SOLE	12	458,458	0	0
TIME WARNER CABLE INC	COMMON	88732J207	23,586	211,344	SH	SOLE	12	211,344	0	0
TIME WARNER INC	COMMON	887317303	6,123	93,041	SH	SOLE	12	93,041	0	0
TIMKEN CO	COMMON	887389104	10,278	170,170	SH	SOLE	12	170,170	0	0
TORONTO DOMINION BK ONT	COMMON FOREIGN	891160509	19,464	215,893	SH	SOLE	11	215,893	0	0
TRAVELERS COMPANIES INC	COMMON	89417E109	5,442	64,202	SH	SOLE	12	64,202	0	0
UNION PAC CORP	COMMON	907818108	6,750	43,451	SH	SOLE	12	43,451	0	0
UNITED PARCEL SERVICE INC	COMMON	911312106	5,669	62,039	SH	SOLE	12	62,039	0	0
UNITED TECHNOLOGIES CORP	COMMON	913017109	6,415	59,500	SH	SOLE	12	59,500	0	0
VALERO ENERGY CORP NEW	COMMON	91913Y100	5,837	170,920	SH	SOLE	12	170,920	0	0
VANGUARD INTL EQUITY INDEX	COMMON	922042858	18,514	460,859	SH	SOLE	11	460,859	0	0
VANGUARD INTL EQUITY INDEX	COMMON	922042858	426,677	10,637,675	SH	SOLE	12	10,637,675	0	0
VERIZON COMMUNICATIONS INC	COMMON	92343V104	5,072	108,710	SH	SOLE	12	108,710	0	0
WAL-MART STORES INC	COMMON	931142103	5,278	71,359	SH	SOLE	12	71,359	0	0
WASTE MGMT INC DEL	COMMON	94106L109	5,852	141,907	SH	SOLE	12	141,907	0	0
WEYERHAEUSER	COMMON	962166104	6,568	229,400	SH	SOLE	12	229,400	0	0

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WILLIAMS PARTNERS L P	COMMON	96950F104	8,373	158,335	SH	SOLE	12	158,335	0	0
WISCONSIN ENERGY CORP	COMMON	976657106	5,110	126,544	SH	SOLE	12	126,544	0	0
XCEL ENERGY INC	COMMON	98389B100	17,650	639,272	SH	SOLE	12	639,272	0	0
YAMANA GOLD INC	COMMON FOREIGN	98462Y100	4,725	453,900	SH	SOLE	11	453,900	0	0
YELP INC	COMMON	985817105	2,574	38,895	SH	SOLE	12	38,895	0	0
YELP INC	COMMON	985817105	429	6,483	SH	SOLE	11	6,483	0	0