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* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **HALE DANNY L** | **ALLSTATE CORP** [ ALL ] | |

1. Name and Address of Reporting Person*

**HALE DANNY L**

| (Last) | (First) | (Middle) |
|---|---|---|

C/O THE ALLSTATE CORPORATION

2775 SANDERS ROAD

(Street)

NORTHBROOK   IL         60062-6127

| (City) | (State) | (Zip) |
|---|---|---|

2. Issuer Name **and** Ticker or Trading Symbol

**ALLSTATE CORP** [ ALL ]

3. Date of Earliest Transaction (Month/Day/Year)

02/26/2008

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

|  | Director |  | 10% Owner |
|---|---|---|---|
| X | Officer (give title below) |  | Other (specify below) |

**Vice President and CFO**

6. Individual or Joint/Group Filing (Check Applicable Line)

X    Form filed by One Reporting Person

☐    Form filed by More than One Reporting Person

**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 | | | | |
| Employee Stock Option (right to buy) | $48.82 | 02/26/2008 | | A | | 17,400 | | (1) | 02/26/2018 | Common Stock | 17,400 | $0 | 17,400 | D | |
| Restricted Stock Units | $0 (2) | 02/26/2008 | | A | | 1,900 | | 02/26/2012 | 02/26/2012 (2) | Common Stock | 1,900 | $0 | 1,900 | D | |

**Explanation of Responses:**

1. Option exercisable in four increments, each for one-fourth of the total number of said shares, such installments to vest on February 26, 2009, February 26, 2010, February 26, 2011 and February 26, 2012, respectively.

2. Award of Restricted Stock Units (RSUs) granted 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 period of restriction ends on February 25, 2012.

DANNYLYMANHALE                    02/27/2008

** Signature of Reporting Person              Date