

WILSON THOMAS J  
Form 4  
May 02, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WILSON THOMAS J

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)

3. Date of Earliest Transaction (Month/Day/Year)  
04/30/2007

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
President and CEO

C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

NORTHBROOK, IL 60062-6127

(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
Common Stock	04/30/2007		M		69,250	A	\$ 33.38
							167,933.087 (1)
Common Stock	04/30/2007		M		38,934	A	\$ 36.64
							206,867.087 (1)
Common Stock	04/30/2007		F(2)		37,091	D	\$ 62.32
							169,776.087 (1)
Common Stock	04/30/2007		F(3)		12,686	D	\$ 62.32
							157,090.087 (1)
Common Stock	04/30/2007		F(3)		6,329	D	\$ 62.32
							150,761.087 (1)

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Common Stock	04/30/2007	F <sup>(2)</sup>	22,890	D	\$ 62.32	127,871.087 <u>(1)</u>	D	
Common Stock						3,204.1969 <u>(4)</u>	I	by 401(k) Plan

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

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**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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 33.38	04/30/2007		M		69,250	02/07/2006 02/07/2012	Common Stock	69,250
Employee Stock Option (right to buy)	\$ 36.64	04/30/2007		M		38,934	08/14/2000 08/14/2007	Common Stock	38,934
Employee Stock Option (right to buy)	\$ 62.32	04/30/2007		A	37,091	<u>(5)</u>	<u>(6)</u>	Common Stock	37,091

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON THOMAS J C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD			President and CEO	

NORTHBROOK, IL 60062-6127

## Signatures

THOMAS J  
WILSON

05/02/2007

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (5) The option vests in four increments, 9,272 shares on April 30, 2008, 9,273 shares on April 30, 2009, 9,273 shares on April 30, 2010, and 9,273 shares on April 30, 2011.
- (1) Form reflects 102.147 shares acquired during period from January 9, 2007 through April 5, 2007 through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.
- (6) Option expiration date is February 7, 2012.
- (4) Reflects acquisition of 19.3587 shares of The Allstate Corporation common stock since February 14, 2007 under The Savings and Profit Sharing Fund of Allstate Employees, a 401(k) plan, pursuant to the most recent plan statement, dated April 30, 2007.
- (3) Delivery of shares to issuer to pay minimum tax withholding liability incurred in connection with the exercise.
- (2) Delivery of already-owned stock to issuer in payment of option exercise price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.