

ALLSTATE CORP
Form 3
August 21, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| A Richardson Joseph J | | | 08/13/2008 | ALLSTATE CORP [ALL] | |
| (Last) | (First) | (Middle) | | | |
| C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD | | | (Check all applicable) | | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) SVP - Protection Distribution | | |
| NORTHBROOK, IL 60062-6127 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |

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) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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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 of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

| | | | | | | | (I) | |
|---|--------------|------------|-----------------|--------|----------|---|------------|--|
| | | | | | | | (Instr. 5) | |
| Employee Stock Option (right to buy) | 03/09/2008 | 03/09/2014 | Common Stock | 1,250 | \$ 45.29 | D | Â | |
| Employee Stock Option (right to buy) | 02/06/2008 | 02/06/2014 | Common Stock | 3,833 | \$ 45.96 | D | Â | |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 02/26/2018 | Common Stock | 27,008 | \$ 48.82 | D | Â | |
| Employee Stock Option (right to buy) | Â <u>(2)</u> | 02/22/2015 | Common Stock | 5,948 | \$ 52.57 | D | Â | |
| Employee Stock Option (right to buy) | Â <u>(3)</u> | 02/21/2016 | Common Stock | 18,918 | \$ 53.84 | D | Â | |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/20/2017 | Common Stock | 12,128 | \$ 62.24 | D | Â | |
| Restricted Stock Units | Â <u>(5)</u> | 02/21/2010 | Common Stock | 1,200 | \$ 0 | D | Â | |
| Restricted Stock Units | 02/19/2011 | 02/19/2011 | Common Stock | 1,672 | \$ 0 | D | Â | |
| Restricted Stock Units | 02/25/2012 | 02/25/2012 | Common Stock | 2,930 | \$ 0 | D | Â | |
| Restricted Stock Units | 02/22/2009 | 02/22/2009 | Common Stock | 1,816 | \$ 0 | D | Â | |
| Restricted Stock Units/RSU | 02/21/2010 | 02/21/2010 | Common Stock | 2,451 | \$ 0 | D | Â | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| Richardson Joseph J C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127 | Â | Â | Â | SVP - Protection Distribution |

Signatures

JOSEPHJRICHARDSON 08/21/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Stock option award granted to reporting person on February 26, 2008 for 27,008 shares of common stock vesting in four annual increments on February 26, 2009, February 26, 2010, February 26, 2011 and February 26, 2012..

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- Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation 2001 Equity Incentive Plan. Each RSU represents the
- (5) right to receive, without the payment of any consideration, one share of Allstate common stock at the end of the period of restriction. The remaining increments of RSUs will unrestrict on February 21, 2009 and February 21, 2010.
 - (4) Stock option award granted to reporting person on February 20, 2007 for 12,128 shares of common stock vesting in four annual increments with the last three increments vesting on February 20, 2009, February 20, 2010 and February 20, 2011.
 - (2) Original stock option award granted to reporting person on February 22, 2005 for total amount of 11,896 shares of common stock vesting in four annual increments with the remaining increment to vest on February 22, 2009.
 - (3) Original stock option awards granted to reporting person on February 21, 2006 for total amount of 25,224 shares of common stock vesting in four annual increments with the last two increments vesting on February 21, 2009, February 21, 2010.

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

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