WILSON THOMAS J

Form 4 June 03, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ALLSTATE CORP [ALL]

(Check all applicable)

(First) (Middle) (Last)

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

Director 10% Owner X_ Officer (give title Other (specify

THE ALLSTATE **CORPORATION, 2775 SANDERS ROAD**

(Street)

06/01/2005

President and COO

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

NORTHBROOK, IL 60062-6127

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

Security

(Instr. 3)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (I) (Instr. 4) (Instr. 4) Following

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amou Underlying Securi

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Security (Instr. 3)	or Exercise Price of Derivative Security		any Code Securities (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		r)	(Instr. 3 and	4)		
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (right to buy)	\$ 58.47	06/01/2005		A	100,000	06/01/2006 <u>(1)</u>	06/01/2015	Common Stock	100
Restricted Stock Units	\$ 0 (2)	06/01/2005		A	25,000	06/01/2009	(2)	Common Stock	25

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WILSON THOMAS J THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127

President and COO

Signatures

Janet M. Zukowski for Thomas J. Wilson

06/03/2005

**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).
- (1) Grant to reporting person of option to purchase 100,000 shares of common stock exercisable in four increments, each for one-fourth of the total number of said shares, such installments to vest on June 1, 2006, June 1, 2007, June 1, 2008 and June 1, 2009.
- Award of Restricted Stock Units (RSUs) with tax withholding rights granted under The Allstate Corporation 2001 Equity Incentive Plan.

 Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock at the end of the restricted period (the conversion date), which is June 1, 2009. The RSUs represented in Column 9 will vest on February 22, 2009 and June 1, 2009.

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.

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