

PILCH SAMUEL H
Form 4
February 24, 2010

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

OMB APPROVAL

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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 *
PILCH SAMUEL H

2. Issuer Name and Ticker or Trading Symbol
ALLSTATE CORP [ALL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V. P., CFO and Controller

(Last) (First) (Middle)
C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2010

(Street)
NORTHBROOK, IL 60062-6127

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/22/2010 | | F | 843 D | \$ 31.22 | 17,204 | D |
| Common Stock | 02/22/2010 | | M | 3,009 A | \$ 0 ⁽¹⁾ | 20,213 | D |
| Common Stock | 02/22/2010 | | M | 1,000 A | \$ 0 ⁽¹⁾ | 21,213 | D |
| Common Stock | 02/22/2010 | | F | 280 D | \$ 31.22 | 20,933 | D |
| Common Stock | | | | | | 3,071.0677 ⁽²⁾ | I By 401(k) Plan |

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

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(9-02)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units | (3) | 02/22/2010 | | A | 3,967 | (3) | (3) | Common Stock | 3,967 |
| Employee Stock Option (Right to Buy) | \$ 31.41 | 02/22/2010 | | A | 37,758 | (4) | 02/22/2020 | Common Stock | 37,758 |
| Restricted Stock Units | (1) | 02/22/2010 | | M | 3,009 | 02/21/2010 | 02/21/2010 | Common Stock | 3,009 |
| Restricted Stock Units | (1) | 02/22/2010 | | M | 1,000 | 02/21/2010 | 02/21/2010 | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PILCH SAMUEL H C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127 | | | V. P., CFO and Controller | |

Signatures

/s/ Samuel H. Pilch
02/24/2010

**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) Conversion of previously awarded grant of restricted stock units (RSUs) representing the right to receive one share of Allstate common stock, without the payment of any consideration, pursuant to The Allstate Corporation Amended and Restated 2001 Equity Incentive Plan.
 - (2) Reflects acquisition of 373.7163 shares of The Allstate Corporation common stock since February 17, 2009 under the Allstate 401 (k) Savings Plan, pursuant to the most recent plan statement, dated February 16, 2010.

Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation 2009 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 shall begin on February 22, 2010, and 50% of the total number of RSUs will convert on February 22, 2012, 25% will convert on February 22, 2013, and the remaining 25% will convert on February 22, 2014.
 - (3) Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation 2009 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 shall begin on February 22, 2010, and 50% of the total number of RSUs will convert on February 22, 2012, 25% will convert on February 22, 2013, and the remaining 25% will convert on February 22, 2014.
 - (4) Option exercisable in three increments with 50% vesting on February 22, 2012, 25% vesting on February 22, 2013, and the remaining 25% vesting on February 22, 2014.

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.