

ALLSTATE CORP
Form 4
May 04, 2005

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 *
MCCABE MICHAEL J

(Last) (First) (Middle)

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)
05/02/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P. and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 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
Common Stock	05/02/2005		M		8,000	A	\$ 41.11
Common Stock	05/02/2005		M		30,068	A	\$ 36.64
Common Stock	05/02/2005		S		28,291	D	\$ 56.64
Common Stock	05/02/2005		F ⁽²⁾		634	D	\$ 56.25
Common Stock	05/02/2005		F ⁽²⁾		3,087	D	\$ 56.25

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Common Stock	05/02/2005	<u>F</u> (3)	5,846	D	\$ 56.25	45,296.13 <u>(1)</u>	D	
Common Stock						500	I	by Son
Common Stock						2,464.4546 <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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(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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 36.64	05/02/2005		M	30,068	08/14/1998 08/14/2007	Common Stock
Employee Stock Option (right to buy)	\$ 41.11	05/02/2005		M	8,000	11/11/1998 11/11/2007	Common Stock
Employee Stock Option (right to buy)	\$ 56.25	05/02/2005		A	5,846	05/02/2006 ⁽⁵⁾ 11/11/2007	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MCCABE MICHAEL J
THE ALLSTATE CORPORATION
2775 SANDERS ROAD
NORTHBROOK, IL 60062-6127

V.P. and
General
Counsel

Signatures

MICHAEL J MC
CABE 05/04/2005

__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).

The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on

- (1) December 3, 2004. Form also reflects 99.13 shares acquired during period of May 18, 2004 through April 6, 2005 through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.
- (2) Delivery of shares to issuer to pay minimum tax withholding liability incurred in connection with the exercise.
- (3) Delivery of already-owned stock to issuer in payment of option exercise price.
- (4) Reflects acquisition of 209,1296 shares of The Allstate Corporation common stock since December 21, 2004 under The Savings and Profit Sharing Fund of Allstate Employees, a 401(k) plan, pursuant to the most recent plan statement, dated May 2, 2005.
- (5) The option vests in three increments, 1,949 shares on May 2, 2006, 1,949 shares on May 2, 2007 and 1,948 shares on May 2, 2008.

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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