

ALLSTATE CORP
Form 4
June 06, 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 *
BRUNE CATHERINE S

(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)
06/02/2005

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)
SVP Allstate Insurance Company

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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	06/02/2005		M			9,000	A	\$ 31.78	28,659 ⁽¹⁾	D
Common Stock	06/02/2005		S			9,000	D	\$ 59	19,659 ⁽¹⁾	D
Common Stock	06/02/2005		M			5,996	A	\$ 33.38	25,655 ⁽¹⁾	D
Common Stock	06/02/2005		S			5,996	D	\$ 59	19,659 ⁽¹⁾	D
Common Stock	06/02/2005		M			666	A	\$ 33.38	20,325 ⁽¹⁾	D

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Common Stock	06/02/2005	M	1,000	A	\$ 31.78	21,325 ⁽¹⁾	D	
Common Stock						11,393.46	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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 31.78	06/02/2005		M	9,000	02/07/2004 02/07/2013	Common Stock	9,000	
Employee Stock Option (right to buy)	\$ 31.78	06/02/2005		M	1,000	02/07/2004 ⁽²⁾ 02/07/2013	Common Stock	1,000	
Employee Stock Option (right to buy)	\$ 33.38	06/02/2005		M	5,996	02/07/2003 02/07/2012	Common Stock	5,996	
Employee Stock Option (right to buy)	\$ 33.38	06/02/2005		M	666	02/07/2003 ⁽³⁾ 02/07/2012	Common Stock	666	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUNE CATHERINE S THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127				SVP Allstate Insurance Company

Signatures

CATHERINE S BRUNE	06/06/2005
**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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on May 1, 2005.
 - (2) Remaining increments of employee stock option to purchase 20,000 shares of common stock to vest in two equal installments on February 7, 2006 and February 7, 2007.
 - (3) Remaining increment of employee stock option to purchase 6,662 shares of common stock to vest on February 7, 2006.

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.