

ALLSTATE CORP  
Form FWP  
May 12, 2009

Filed Pursuant to Rule 433  
May 11, 2009  
Relating to  
Preliminary Prospectus Supplement dated May 11, 2009 to  
Prospectus Dated May 8, 2009  
Registration Statement No. 333-159071

**THE ALLSTATE CORPORATION**

**6.200% SENIOR NOTES, SERIES A DUE 2014**

**7.450% SENIOR NOTES, SERIES B DUE 2019**

**FINAL TERM SHEET**

Dated May 11, 2009

<b>Issuer:</b>	The Allstate Corporation
<b>Ratings*:</b>	A3 (Moody's) / A- (S&P) / BBB+ (Fitch)
<b>Security Type:</b>	Senior Unsecured Fixed Rate Notes
<b>Trade Date:</b>	May 11, 2009
<b>Settlement Date (T+2):</b>	May 13, 2009
<b>Denominations:</b>	\$2,000 and integral multiples of \$1,000 in excess thereof
<b>Joint Book-Running Managers:</b>	Goldman, Sachs & Co. (25.0%)
	Barclays Capital Inc. (22.5%)
<b>Co-Managers:</b>	J.P. Morgan Securities Inc. (22.5%)
	Banc of America Securities LLC (10%)
	Wachovia Capital Markets, LLC (7%)
	Morgan Stanley & Co. Incorporated (5%)
	Citigroup Global Markets Inc. (4%)
	BNY Mellon Capital Markets, LLC (1%)

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SunTrust Robinson Humphrey, Inc. (1%)

U.S. Bancorp Investments, Inc. (1%)

The Williams Capital Group, L.P. (1%)

### Series A:

<b>Principal Amount:</b>	\$300,000,000
<b>Public Offering Price:</b>	99.859% of principal amount
<b>Underwriting Discount:</b>	0.60%
<b>Proceeds, Before Expenses:</b>	99.259%
<b>Maturity Date:</b>	May 16, 2014
<b>Coupon:</b>	6.200%
<b>Benchmark Treasury:</b>	1.875% due April 30, 2014
<b>Spread to Benchmark:</b>	+420 basis points (4.20%)
<b>Treasury Strike:</b>	2.033%
<b>Re-offer Yield:</b>	6.233%
<b>Interest Payment Dates:</b>	Semi-annually on May 16 and November 16, commencing on November 16, 2009
<b>Record Dates:</b>	May 1 and November 1
<b>Redemption Provisions:</b>	
<b>Make-whole call:</b>	At any time at a discount rate of Treasury plus 40 basis pts.
<b>CUSIP:</b>	020002 AW1

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**Series B:**

<b>Principal Amount:</b>	\$700,000,000
<b>Public Offering Price:</b>	99.728% of principal amount
<b>Underwriting Discount:</b>	0.65%
<b>Proceeds, Before Expenses:</b>	99.078%
<b>Maturity Date:</b>	May 16, 2019
<b>Coupon:</b>	7.450%
<b>Benchmark Treasury:</b>	3.125% due May 15, 2019
<b>Spread to Benchmark:</b>	+430 basis points (4.30%)
<b>Treasury Strike:</b>	3.189%
<b>Re-offer Yield:</b>	7.489%
<b>Interest Payment Dates:</b>	Semi-annually on May 16 and November 16, commencing on November 16, 2009
<b>Record Dates:</b>	May 1 and November 1
<b>Redemption Provisions:</b>	
<b>Make-whole call:</b>	At any time at a discount rate of Treasury plus 45 basis pts.
<b>CUSIP:</b>	020002 AX9

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\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The accompanying prospectus supplement and the accompanying prospectus relate to both the \$300,000,000 aggregate principal amount of 6.200% Senior Notes, Series A Due 2014 and the \$700,000,000 aggregate principal amount of 7.450% Senior Notes, Series B Due 2019 and, where applicable, references to the notes shall be deemed to be references to the applicable series of notes.

**The issuer has filed a registration statement (including a prospectus and related prospectus supplement) with the U.S. Securities and Exchange Commission (SEC) for this offering. Before you invest, you should read the prospectus supplement and prospectus for this offering in that registration statement, and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by searching the SEC online database (EDGAR®) at [www.sec.gov](http://www.sec.gov). Alternatively, you may obtain a copy of the prospectus by calling Goldman, Sachs & Co. toll-free at 1-866-471-2526, Barclays Capital Inc. toll-free at 1-888-227-2275, Ext. 2663, or J.P. Morgan Securities Inc. collect at 1-212-834-4533.**