

Lees Susan L
Form 4
February 26, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lees Susan L

(Last) (First) (Middle)

C/O 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)

02/22/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

EVP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/22/2013		M	451 A	\$ 0 ⁽¹⁾ 3,122	D	
Common Stock	02/22/2013		F	136 D	\$ 46.47 2,986	D	
Common Stock	02/22/2013		M	3,285 A	\$ 0 ⁽²⁾ 6,271	D	
Common Stock	02/22/2013		F	986 D	\$ 46.47 5,285	D	
Common Stock					7,771 ⁽³⁾	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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(1)	02/22/2013		M	451	(1) (1)	Common Stock	451
Restricted Stock Units	(2)	02/22/2013		M	3,285	(2) (2)	Common Stock	3,285

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lees Susan L C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127	EVP and General Counsel

Signatures

/s/ Susan L.
Lees 02/25/2013

**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)

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Conversion of previously awarded restricted stock units into an equal number of common shares, without the payment of any consideration, pursuant to The Allstate Corporation 2009 Equity Incentive Plan. The remaining restricted stock units will convert on February 22, 2014.

- (2) Conversion of previously awarded restricted stock units into an equal number of common shares, without the payment of any consideration, pursuant to The Allstate Corporation 2009 Equity Incentive Plan. The remaining restricted stock units will convert 25% on February 22, 2014 and 25% on February 22, 2015.
- (3) Reflects acquisition of 226 shares of The Allstate Corporation common stock since December 7, 2012 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated February 13, 2013.

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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