

Winter Matthew E
 Form 4
 February 23, 2012

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 *
 Winter Matthew E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/21/2012

____ Director
 ____ Officer (give title below) Other (specify below)
 Pres. & CEO Allstate Financial

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|----------------|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 02/22/2012 | | M | V | 11,700 | A | \$ 0 ⁽¹⁾ 11,700 | D | |
| Common Stock | 02/22/2012 | | F | V | 4,464 | D | \$ 31.56 7,236 | D | |
| Common Stock | | | | | | | 506 ⁽²⁾ | 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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SEC 1474 (9-02)

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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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|-----|--|-----------------|---|--|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Employee Stock Option (Right to Buy) | \$ 31.56 | 02/21/2012 | | A | | 144,175 | | (3) | 02/21/2022 | Common Stock | 14 |
| Restricted Stock Units | (1) | 02/22/2012 | | M | | 11,700 | | (1) | (1) | Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Winter Matthew E C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127 | | | Pres. & CEO Allstate Financial | |

Signatures

/s/ Matthew E.
Winter

02/23/2012

**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).
- 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. Remaining restricted stock units will convert 25% on February 22, 2013 and 25% on February 22, 2014.
- (1) Reflects acquisition of 167,0856 shares of The Allstate Corporation common stock since August 30, 2011 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated February 16, 2012.
 - (2) Option exercisable in three increments with 50% vesting on February 21, 2014, 25% vesting on February 21, 2015, and the remaining 25% vesting on February 21, 2016.
 - (3)

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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