

BAILEY DONALD  
Form 3  
October 17, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â BAILEY DONALD		(Month/Day/Year)	ALLSTATE CORP [ALL]	
(Last)	(First)	(Middle)	10/06/2011	
TEN TRINITY SQUARE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
LONDON,Â X0Â EC3P 3AX			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Other
			(give title below)	(specify below)
			EVP Allstate Insurance Company	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Employee Stock Option (Right to Buy)	Â (1)	01/03/2021	Common Stock	82,559	\$ 32.23	D	Â
Employee Stock Option (Right to Buy)	Â (2)	02/22/2021	Common Stock	86,508	\$ 31.74	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	12,411	\$ 0	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	14,060	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAILEY DONALD TEN TRINITY SQUARE LONDON,Â X0Â EC3P 3AX	Â	Â	Â	EVP Allstate Insurance Company

## Signatures

Lisette Willemsen, attorney-in-fact for Mr. Bailey 10/17/2011

     \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Option exercisable in three increments with 50% vesting on January 3, 2013, 25% vesting on January 3, 2014, and the remaining 25% vesting on January 3, 2015.
- (2) Option exercisable in three increments with 50% vesting on February 22, 2013, 25% vesting on February 22, 2014, and the remaining 25% vesting on February 22, 2015.
- (3) Restricted Stock Units (RSUs) granted under The Allstate Corporation 2009 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock on the day following the last day of the period of restriction (the conversion date). The period of restriction began on January 3, 2011, with 50% of the total number of RSUs converting on January 3, 2013, 25% converting on January 3, 2014, and the remaining 25% converting on January 3, 2015.
- (4) Restricted Stock Units (RSUs) granted under The Allstate Corporation 2009 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock on the day following the last day of the period of restriction (the conversion date). The period of restriction began on February 22, 2011, with 50% of the total number of RSUs converting on February 22, 2013, 25% converting on February 22, 2014, and the remaining 25% converting on February 22, 2015.

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.