

ALLSTATE CORP
Form 3
March 12, 2007

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 and Ticker or Trading Symbol | |
| Â Sorenson Steven P | | (Month/Day/Year) | ALLSTATE CORP [ALL] | |
| (Last) | (First) | (Middle) | 03/01/2007 | |
| C/O THE ALLSTATE CORPORATION,Â 2775 SANDERS ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NORTHBROOK,Â ILÂ 60062 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | SVP Allstate Insurance Company | |

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) |
|---------------------------------|---|--|---|
| Common Stock | 10,476.963 | D | Â |
| Common Stock | 1,242.1073 | I | by 401(k) plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|----------------------------|---------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Option (right to buy) | 02/07/2007 | 02/07/2013 | Common Stock | 4,212 | \$ 31.78 | D | Â |
| Employee Stock Option (right to buy) | 05/15/2005 | 05/15/2011 | Common Stock | 17,772 | \$ 42 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 02/06/2014 | Common Stock | 18,154 | \$ 45.96 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)</u> | 02/22/2015 | Common Stock | 14,800 | \$ 52.57 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(3)</u> | 02/21/2016 | Common Stock | 15,561 | \$ 53.84 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | Â <u>(5)</u> | Common Stock | 9,000 | \$ 53.84 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 02/20/2017 | Common Stock | 15,055 | \$ 62.24 | D | Â |
| Restricted Stock Units | Â <u>(7)</u> | Â <u>(8)</u> | Common Stock | 1,800 | \$ 0 | D | Â |
| Restricted Stock Units | 02/19/2011 | 02/19/2011 ⁽⁹⁾ | Common Stock | 2,078 | \$ 0 | D | Â |
| Restricted Stock Units | 02/21/2010 | 02/21/2010 ⁽¹⁰⁾ | Common Stock | 2,351 | \$ 0 | D | Â |
| Restricted Stock Units | 02/22/2009 | 02/22/2009 ⁽¹¹⁾ | Common Stock | 2,470 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Sorenson Steven P C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062 | Â | Â | Â | SVP Allstate Insurance Company |

Signatures

/s/ Steven P. Sorenson 03/10/2007

**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) Original stock option award granted to reporting person on February 6, 2004 for 18,154 shares of common stock. The last increment of 4,538 shares will vest on February 6, 2008.
- (2) Original stock option award granted to reporting person on February 22, 2005 for 14,800 shares of common stock with one-quarter of the total option award to vest annually. The last two increments will vest in two equal installments on February 22, 2008 and February 22, 2009.
- (3) Original stock option award granted to reporting person on February 21, 2006 for 15,561 shares of common stock. The last three increments in the amounts of 3,890, 3,890 and 3,891 will vest on February 21, 2008, February 21, 2009 and February 21, 2010, respectively.
- (4) Original stock option award granted to reporting person on February 21, 2006 for 9,000 shares of common stock with one-quarter of the total option award to vest annually. The last three increments will vest in three equal installments on February 21, 2008, February 21, 2009 and February 21, 2010.
- (5) Option expiration date is February 21, 2016.
- (6) Original stock option award granted to reporting person on February 20, 2007 for 15,055 shares of common stock to vest in four installments. The first 3,763 shares will vest on February 20, 2008 and the remaining 11,292 shares will vest in three equal installments on February 20, 2009, February 20, 2010 and February 20, 2011.
- (7) Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation 2001 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock as the restriction lapses (the conversion date). One-quarter of the total number of RSUs will unrestrict annually. The remaining increments of RSUs will unrestrict on February 21, 2008, February 21, 2009 and February 21, 2010.
- (8) The total number of RSUs will unrestrict on February 21, 2010.
- (9) Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation Amended and Restated 2001 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock at the end of the period of restriction. The total number of RSUs will convert to common stock on February 19, 2011.
- (10) Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation 2001 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock at the end of the period of restriction. The total number of RSUs will convert to common stock on February 21, 2010.
- (11) Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation 2001 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock at the end of the period of restriction. The total number of RSUs will convert to common stock on February 22, 2009.

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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