#### RUEBENSON GEORGE E

Form 4

February 23, 2006

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**SECURITIES** 

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

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

See Instruction 1(b).

(Last)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* RUEBENSON GEORGE E

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Middle)

ALLSTATE CORP [ALL]

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

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**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

C/O THE ALLSTATE

(First)

**CORPORATION, 2775 SANDERS ROAD** 

3. Date of Earliest Transaction

(Month/Day/Year) 02/21/2006

Director 10% Owner \_X\_ Other (specify Officer (give title

5. Relationship of Reporting Person(s) to

below) below)

SVP Allstate Insurance Company

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NORTHBROOK, IL 60062-6127

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. (Month/Day/Year) Execution Date, if Code

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of

Conversion

Derivative

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and Expiration Date

7. Title and Amo Underlying Secu

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Employee Stock Option (right to buy)	\$ 53.84	02/21/2006		A	27,000	02/21/2007(1)	02/21/2016	Common Stock	27
Employee Stock Option (right to buy)	\$ 53.84	02/21/2006		A	33,000	02/21/2007(1)	02/21/2016	Common Stock	33
Restricted Stock Units	\$ 0 (2)	02/21/2006		A	5,000	02/21/2010	02/21/2010(2)	Common Stock	5,
Restricted Stock Units	\$ 0 (3)	02/21/2006		A	7,500	02/21/2007(3)	02/21/2010	Common Stock	7,

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RUEBENSON GEORGE E C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127

**SVP Allstate Insurance Company** 

## **Signatures**

GEORGE E RUEBENSON 02/23/2006

\*\*Signature of Reporting 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).
- (3) 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 restrictions lapse (the conversion date). One-quarter of the total number of RSUs will unrestrict annually on February 21, 2007, February 21, 2008, February 21, 2009 and

Reporting Owners 2

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February 21, 2010, respectively.

- Option exercisable in four increments, each for one-fourth of the total number of said shares, such installments to vest on February 21, 2007, February 21, 2008, February 21, 2009 and February 21, 2010, respectively.
- 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 converstion date). The total number of RSUs will unrestrict on February 21, 2010.

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.