

ALLSTATE CORP  
Form 4  
June 03, 2005

**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 \*  
ANDRESS JAMES G

(Last) (First) (Middle)  
1381 NORTH ELM TREE ROAD  
(Street)  
LAKE FOREST, IL 60045  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/01/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---------------------------------------|
|  |                                    |                                      |  |                                |  |  |                                       |

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| Derivative Security                               |          |            | Disposed of (D)<br>(Instr. 3, 4, and 5) |           | Date Exercisable          | Expiration Date | Title        |
|---|----------|------------|---|-----------|---------------------------|-----------------|--------------|
|   |          |            | Code                                    | V (A) (D) |                           |                 |              |
| Non-Employee Director Stock Option (right to buy) | \$ 58.47 | 06/01/2005 | A                                       | 4,000     | 06/01/2006 <sup>(1)</sup> | 06/01/2015      | Common Stock |
| Common Share Unit                                 | \$ 0     | 06/01/2005 | A <sup>(2)</sup>                        | 855.139   | <sup>(2)</sup>            | <sup>(2)</sup>  | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ANDRESS JAMES G<br>1381 NORTH ELM TREE ROAD<br>LAKE FOREST, IL 60045 | X             |           |         |       |

## Signatures

Janet M. Zukowski for James G.  
Address 06/03/2005  
\*\*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) Grant to reporting person of option to purchase 4,000 shares of common stock exercisable in three increments, each for one-third of the total number of said shares, such installments to vest on June 1, 2006, June 1, 2007 and June 1, 2008, respectively.  
 These common share units were acquired pursuant to The Allstate Corporation Deferred Compensation Plan for Non-Employee Directors and represent director's fees deferred under the Plan and converted into units based on the market price of The Allstate Corporation's common shares. The units are credited with amounts representing dividends on common shares, as declared, which are also converted into units.
- (2)

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.