

ALLSTATE CORP
Form 5
February 14, 2008

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
SVP Allstate Insurance Company

C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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

6. Individual or Joint/Group Reporting

(check applicable line)

NORTHBROOK, IL 60062-6127

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 03/17/2004 | ^ | G ⁽¹⁾ | 9,024 D \$ 0 | 8,817.117 | D | ^ |
| Common Stock | 04/13/2004 | ^ | G ⁽¹⁾ | 55 D \$ 0 | 8,762.117 | D | ^ |
| Common Stock | 07/12/2004 | ^ | G ⁽¹⁾ | 2,255 D \$ 0 | 6,507.117 | D | ^ |
| Common Stock | 09/07/2004 | ^ | G ⁽¹⁾ | 205 D \$ 0 | 6,302.117 | D | ^ |

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| | | | | | | | | | |
|--------------|------------|---|------------------|--------|---|------|-----------|---|-----------------|
| Common Stock | 12/13/2004 | Â | G ⁽¹⁾ | 102 | D | \$ 0 | 6,200.117 | D | Â |
| Common Stock | 03/17/2005 | Â | G ⁽¹⁾ | 112 | D | \$ 0 | 6,088.117 | D | Â |
| Common Stock | 05/24/2005 | Â | G ⁽¹⁾ | 177 | D | \$ 0 | 5,911.117 | D | Â |
| Common Stock | 07/08/2005 | Â | G ⁽¹⁾ | 100 | D | \$ 0 | 5,811.117 | D | Â |
| Common Stock | 07/20/2005 | Â | G ⁽¹⁾ | 104 | D | \$ 0 | 5,707.117 | D | Â |
| Common Stock | 07/22/2005 | Â | G ⁽¹⁾ | 107 | D | \$ 0 | 5,700.117 | D | Â |
| Common Stock | 05/19/2006 | Â | G ⁽¹⁾ | 100 | D | \$ 0 | 5,800.117 | D | Â |
| Common Stock | 09/28/2006 | Â | G ⁽¹⁾ | 100 | D | \$ 0 | 2,275.117 | D | Â |
| Common Stock | 03/02/2007 | Â | G ⁽¹⁾ | 1,323 | D | \$ 0 | 942.117 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 745.3173 | I | by 401(k) Plan |
| Common Stock | 03/02/2007 | Â | G ⁽¹⁾ | 13,764 | A | \$ 0 | 13,764 | I | by family trust |
| Common Stock | 03/06/2007 | Â | G | 4,200 | D | \$ 0 | 9,564 | I | by family trust |

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

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.

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(9-02)

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se O Er Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |

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

GEORGEERUEBENSON 02/14/2008

__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) Form reflects gift dispositions of directly-held shares of common stock into spouse's trust, of which spouse holds sole power to revoke. All shares reflected in the Form 5 were included in reporting person's previous filings and reported as directly held common stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.