

ALLSTATE CORP  
Form 4  
July 26, 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 \*  
SYLLA CASEY

(Last) (First) (Middle)

THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

(Street)

NORTHBROOK, IL 60062-6127

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
07/22/2005

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)  
President Allstate Financial

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 (Instr. 4) |            |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |                                   | (A) or (D) | Price |
| Common Stock                    | 07/22/2005                           |  | M                              |   |   | 35,511 | A   | \$ 42.5  | 113,114                           | D          |       |
| Common Stock                    | 07/22/2005                           |  | M                              |   |   | 40,000 | A   | \$ 39.19   | 153,114                           | D          |       |
| Common Stock                    | 07/22/2005                           |  | S                              |   |   | 75,511 | D   | \$ 61.05   | 77,603                            | D          |       |
| Common Stock                    | 07/25/2005                           |  | M                              |   |   | 91,020 | A   | \$ 35  | 168,623                           | D          |       |
| Common Stock                    | 07/25/2005                           |  | F <sup>(1)</sup>               |   |   | 15,422 | D   | \$ 61.35   | 153,201                           | D          |       |

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|              |            |   |        |   |            |                   |   |                |
|--------------|------------|---|--------|---|------------|-------------------|---|----------------|
| Common Stock | 07/25/2005 | S | 73,612 | D | \$ 61.3179 | 79,589            | D |                |
| Common Stock |            |   |        |   |            | 1,974.8345<br>(2) | I | by 401(k) Plan |

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.** SEC 1474 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Employee Stock Option (right to buy)       | \$ 35  | 07/25/2005                           |  | M                              | 91,020  | 08/12/2000 08/12/2009                                    | Common Stock  | 91,020                     |
| Employee Stock Option (right to buy)       | \$ 39.19   | 07/22/2005                           |  | M                              | 40,000  | 01/04/2000 01/04/2009                                    | Common Stock  | 40,000                     |
| Employee Stock Option (right to buy)       | \$ 42.5  | 07/22/2005                           |  | M                              | 35,511  | 08/13/1999 08/13/2008                                    | Common Stock  | 35,511                     |

## Reporting Owners

| Reporting Owner Name / Address          | Relationships |           |         |                              |
|---|---------------|-----------|---------|------------------------------|
|   | Director      | 10% Owner | Officer | Other                        |
| SYLLA CASEY<br>THE ALLSTATE CORPORATION |               |           |         | President Allstate Financial |

2775 SANDERS ROAD  
NORTHBROOK, IL 60062-6127

## Signatures

CASEY J  
SYLLA

07/26/2005

          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) Delivery of shares to issuer to pay minimum tax withholding liability incurred in connection with the exercise.
- (2) Reflects acquisition of 18,4968 shares of The Allstate Corporation common stock since February 7, 2005 under The Savings and Profit Sharing Fund of Allstate Employees, a 401(k) plan, pursuant to the most recent plan statement, dated July 25, 2005.

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.