

Roche Michael John
Form 3
June 03, 2005

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 (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol	5. If Amendment, Date Original Filed(Month/Day/Year)
(Last)	(First)	(Middle)	06/01/2005	ALLSTATE CORP [ALL]	
THE ALLSTATE CORPORATION, 2775 SANDERS ROAD			(Check all applicable)		
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) SVP Allstate Insurance Company		
NORTHBROOK, IL 60062-6127			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)			

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	11,843	D	^
Common Stock	1,145.5088 ⁽¹⁾	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 (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	02/07/2004 ⁽²⁾	02/07/2013	Common Stock	21,200	\$ 31.78	D	Â
Employee Stock Option (right to buy)	02/07/2003 ⁽³⁾	02/07/2012	Common Stock	37,836	\$ 33.38	D	Â
Employee Stock Option (right to buy)	03/09/2005 ⁽⁴⁾	03/09/2014	Common Stock	5,000	\$ 45.29	D	Â
Employee Stock Option (right to buy)	02/06/2005 ⁽⁵⁾	02/06/2014	Common Stock	21,000	\$ 45.96	D	Â
Employee Stock Option (right to buy)	02/22/2006 ⁽⁶⁾	02/22/2015	Common Stock	16,120	\$ 52.57	D	Â
Restricted Stock Units	02/22/2009	Â ⁽⁷⁾	Common Stock	3,210	\$ 0 ⁽⁷⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roche Michael John THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127	Â	Â	Â	SVP Allstate Insurance Company

Signatures

MICHAEL J
ROCHE

06/03/2005

**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) Reflects acquisition of 1,145,5088 shares of The Allstate Corporation common stock under The Savings and Profit Sharing Fund of Allstate Employees, a 401(k) plan, pursuant to the most recent plan statement, dated June 1, 2005.
- (2) Option to purchase 21,200 shares of common stock of which 10,600 shares are currently vested and exercisable; the remaining 10,600 shares of common stock will vest in two equal increments on February 7, 2006 and February 7, 2007.
- (3) Option to purchase 37,836 shares of common stock of which 28,377 shares are currently vested and exercisable; the remaining 9,459 shares of common stock will vest on February 7, 2006.
- (4) Option to purchase 5,000 shares of common stock of which 1,250 shares are currently vested and exercisable; the remaining 3,750 shares of common stock will vest in three equal increments on March 9, 2006, March 9, 2007 and March 9, 2008.
- (5) Option to purchase 21,000 shares of common stock of which 5,250 shares are currently vested and exercisable; the remaining 15,750 shares of common stock will vest in three equal increments on February 6, 2006, February 6, 2007 and February 6, 2008.

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- (6) Option to purchase 16,120 shares of common stock exercisable in four equal increments, each one-fourth of the total number of said shares, such installments to vest on February 22, 2006, February 22, 2007, February 22, 2008 and February 22, 2009.

Award of Restricted Stock Units (RSUs) with tax withholding rights granted under The Allstate Corporation 2001 Equity Incentive Plan.

- (7) Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock at the end of the restricted period (the conversion date), which is 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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