

SMITH JOSHUA I
Form 4
January 10, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
SMITH JOSHUA I

(Last) (First) (Middle)

5801 NICHOLSON LANE, SUITE 902

(Street)

NORTH BETHESDA, MD 20852

(City) (State) (Zip)

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

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

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 (Instr. 4)	
				(A) or (D)				
			Code	V	Amount	Price		
Common Stock	01/06/2005		M		3,000	\$ 36.47	3,000	D
Common Stock	01/06/2005		S		3,000	\$ 50.8339	0	D
Common Stock	01/06/2005		M		2,667	\$ 38.22	2,667	D
Common Stock	01/06/2005		S		2,667	\$ 50.8339	0	D
Common Stock	01/06/2005		M		1,334	\$ 36.3	1,334	D

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Common Stock 01/06/2005 S 1,334 D \$ 50.8339 0 D

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

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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 Underlying Security (Instr. 3 and 4)
Non-Employee Director Stock Option (right to buy)	\$ 36.3	01/06/2005		M	1,334	06/01/2004 ⁽¹⁾ 06/01/2013	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 36.47	01/06/2005		M	3,000	06/01/2000 06/01/2009	Common Stock
Non-Employee Director Stock Option (right to buy)	\$ 38.22	01/06/2005		M	2,667	06/01/2003 ⁽²⁾ 06/01/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH JOSHUA I 5801 NICHOLSON LANE SUITE 902 NORTH BETHESDA, MD 20852	X			

Signatures

JOSHUA I
SMITH

01/10/2005

 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) Option to purchase 2,666 shares of common stock exercisable in two remaining increments, each for half of the total number of said shares, such installments to vest on June 1, 2005 and June 1, 2006.
 - (2) Option to purchase 1,333 shares of common stock, remaining increment to vest on June 1, 2005.

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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