BRUNE CATHERINE S

Form 4

February 23, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations may continue.

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(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **BRUNE CATHERINE S**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ALLSTATE CORP [ALL]

(Check all applicable)

(First) (Middle) (Last)

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

Director 10% Owner _X_ Other (specify Officer (give title

C/O THE ALLSTATE **CORPORATION, 2775 SANDERS ROAD**

(Street)

02/21/2006

below) below) SVP Allstate Insurance Company

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

Applicable Line) _X_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

NORTHBROOK, IL 60062-6127

(State) (Zip) (City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

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 Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and Expiration Date

7. Title and Amo Underlying Secu

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	equired (A) Disposed of) sstr. 3, 4,		(Instr. 3 and	4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Employee Stock Option (right to buy)	\$ 53.84	02/21/2006		A	35,000	02/21/2007(1)	02/21/2016	Common Stock	35
Employee Stock Option (right to buy)	\$ 53.84	02/21/2006		A	27,000	02/21/2007(1)	02/21/2016	Common Stock	27
Restricted Stock Units	\$ 0 (2)	02/21/2006		A	7,500	02/21/2007(2)	02/21/2010	Common Stock	7.
Restricted Stock Units	\$ 0 (3)	02/21/2006		A	5,400	02/21/2010	02/21/2010(3)	Common Stock	5,

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRUNE CATHERINE S C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127

SVP Allstate Insurance Company

Signatures

CATHERINE S

BRUNE 02/22/2006

**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).
- (2) Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation 2001 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock as the restrictions lapse (the conversion date). One-quarter of the total number of RSUs will unrestrict annually on February 21, 2007, February 21, 2008, February 21, 2009 and

Reporting Owners 2

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February 21, 2010, respectively.

- Option exercisable in four increments, each for one-fourth of the total number of said shares, such installments to vest on February 21, 2007, February 21, 2008, February 21, 2009 and February 21, 2010, respectively.
- Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation 2001 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock at the end of the period of restriction (the converstion date). The total number of RSUs will unrestrict on February 21, 2010.

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.