

ALLSTATE CORP  
Form 10-Q/A  
November 01, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

(Amendment No. 1)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2012

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-11840

**THE ALLSTATE CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation or organization)

**36-3871531**  
(I.R.S. Employer Identification No.)

**2775 Sanders Road, Northbrook, Illinois 60062**

(Address of principal executive offices) (Zip Code)

**(847) 402-5000**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes X No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer X Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No X

As of October 17, 2012, the registrant had 481,777,772 common shares, \$.01 par value, outstanding.

**EXPLANATORY NOTE**

This Quarterly Report on Form 10-Q/A (the Amendment ) solely modifies the cover page of our Form 10-Q for the quarterly period ended September 30, 2012, originally filed with the U.S. Securities and Exchange Commission on October 31, 2012 (the Original Form 10-Q ), to correct an error reflected in the number of common shares outstanding. Specifically, the inadvertent error reports, As of October 17, 2012, the registrant had 418,222,228 common shares, \$.01 par value, outstanding. The number of common shares outstanding as of October 17, 2012 is 481,777,772. All other items of the Original Form 10-Q are unaffected by this Amendment and such items have not been included in this Amendment. Information included in this Amendment does not reflect any subsequent event occurring after the filing of the Original Form 10-Q.

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**PART II. OTHER INFORMATION**

**Item 6. Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
31 (i)	Rule 13a-14(a) Certification of Principal Executive Officer
31 (i)	Rule 13a-14(a) Certification of Principal Financial Officer

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

The Allstate Corporation  
(Registrant)

Date: November 1, 2012

By

/s/ Samuel H. Pilch  
Samuel H. Pilch  
(chief accounting officer and duly  
authorized officer of Registrant)

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