

ALLSTATE CORP
Form 4
February 11, 2003

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

FORM 4

OMB APPROVAL

o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

STATEMENT OF
CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response 0.5

See Instruction 1(b).

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. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Crockett	Joan	M.	The Allstate Corporation (ALL)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Last)	(First)	(Middle)			<input type="checkbox"/> Officer (give title below)	<input checked="" type="checkbox"/> Other (specify below)
2775 Sanders Road			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		SVP - Human Resources Allstate Insurance Company	
(Street)			4. Statement for Month/Day/Year			
			2/7/2003			
Northbrook, IL 60062-6127			5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)	
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
					<input type="checkbox"/> 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	2A. Deemed Execution Date, if any	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)
(Month/Day/Year)	(Month/Day/Year)	(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price
Common Stock	02/07/03		A		11,000.0000(1)	A	37,084.0000
Common Stock							6,627.8270
							I by 401(k) Plan

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)	
					Code V	(A)	(D)	Date Exercisable
Employee Stock Option (right to buy)	\$31.780	02/07/03		A		45,000.0000	(2)	02/07/13

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
<table border="1"> <thead> <tr> <th>Title</th> <th>Amount or Number of Shares</th> </tr> </thead> <tbody> <tr> <td>Common Stock</td> <td>45,000.0000</td> </tr> </tbody> </table>	Title	Amount or Number of Shares	Common Stock	45,000.0000		45,000.0000	D	Direct
Title	Amount or Number of Shares							
Common Stock	45,000.0000							

Edgar Filing: ALLSTATE CORP - Form 4

Explanation of Responses:

- (1) Award of restricted stock with tax withholding rights to reporting person pursuant to The Allstate Corporation 2001 Equity Incentive Plan; such restricted stock to vest on February 14, 2007.
 - (2) Grant to reporting person of option to purchase 45,000 shares of common stock exercisable in four increments, each for one-fourth of the total number of said shares, such installments to vest on February 7, 2004, February 7, 2005, February 7, 2006 and February 7, 2007, respectively.
-
- Reflects acquisition of 356.9332 shares of The Allstate Corporation common stock since March 31, 2002 under The Savings and Profit Sharing Fund of Allstate Employees, a 401(k) plan, pursuant to the most recent quarterly plan statement, dated January 31, 2003.

/s/ Katherine A. Smith
For: Joan M. Crockett

02/11/03

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.