

ALLSTATE CORP
Form SC 13G/A
February 17, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 12)

Allstate Corporation
(Name of Issuer)

Common Stock, \$0.01 Par
(Title of Class of Securities)

020002 10 1
(CUSIP Number)

Check the following box if a fee is being paid with this statement []

CUSIP No. 020002 10 1

13G

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1

Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Northern Trust Corporation	36-2723087
The Northern Trust Company	36-1561860
Northern Trust, NA	36-3190871
Northern Trust Investments, NA	36-3608252
Northern Trust Bank, FSB	38-3424562
Northern Trust Company of Connecticut	06-6275604
Northern Trust Global Investments Ltd	6807764922343A00

2

Check the appropriate box if a member of a group

Not Applicable (a) []
(b) []

3

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S.E.C. use only

4

Citizenship or place of organization

Northern Trust Corporation--a Delaware corporation with principal offices
In Chicago, Illinois

Number of Shares Beneficially owned by Each Reporting Person with

5

Sole Voting Power

2,759,203

6

Shared Voting Power

26,782,347

7

Sole Dispositive Power

5,640,924

8

Shared Dispositive Power

1,817,189

9

Aggregate amount beneficially owned by each reporting person

29,622,764

10

Check box if the aggregate amount in Row (9) excludes certain shares.

Not Applicable

11

Percent of class represented by amount in Row 9

5.53

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12

Type of reporting person

Northern Trust Corporation HC

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G UNDER THE SECURITIES EXCHANGE ACT OF 1934

Check the following box if a fee is being paid with statement [].

1. (a) Allstate Corporation
(Name of Issuer)
- (b) 2775 Sanders Road, Northbrook, Illinois 60062
(Address of Issuer's Principal Executive Office)
2. (a) Northern Trust Corporation
(Name of Person Filing)
- (b) 50 South LaSalle Street, Chicago, Illinois 60603
(Address of Person Filing)
- (c) U.S. (Delaware Corporation)
(Citizenship)
- (d) Common Stock, \$0.01 Par
(Title of Class of Securities)
- (e) 020002 10 1
(CUSIP Number)

3. This statement is being filed by Northern Trust Corporation as a Parent Holding Company in accordance with S240.13d-1(b) (1) (ii) (G).

4. (a) 29,622,764
(Amount Beneficially Owned)
- (b) 5.53
(Percent of Class)
- (c) Number of shares as to which such person has:
 - (i) 2,759,203
(Sole Power to Vote or to Direct the Vote)
 - (ii) 26,782,347
(Shared Power to Vote or to Direct the Vote)
 - (iii) 5,640,924
(Sole Power to Dispose or Direct Disposition)
 - (iv) 1,817,189
(Shared Power to Dispose or Direct Disposition)

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5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: []

6. Statement regarding ownership of 5 percent or more on behalf of another person:

7. Parent Holding Company reporting on behalf of the following subsidiaries, all of which are banks as defined in Section 3(a) (6) of the Act:

The Northern Trust Company	Northern Trust N.A.
50 South LaSalle Street	700 Brickell Avenue
Chicago, IL 60603	Miami, FL 33131

Northern Trust Investments, N.A.
50 South LaSalle Street
Chicago, IL 60603

Northern Trust Company of Connecticut	Northern Trust Bank, FSB
300 Atlantic Street, Suite 400	10 West Long Lake Road
Stamford, CT 06901	Bloomfield Hills, MI 48304

Northern Trust Global Investments Ltd
6 Devonshire Square, London, UK EC2M 4YE

8. Identification and Classification of Members of the Group.

Not Applicable.

9. Notice of Dissolution of Group.

Not Applicable.

10. By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

NORTHERN TRUST CORPORATION

By: James D McDonald

As its Senior Vice President

DATED: 02-11-2009

EXHIBIT TO SCHEDULE 13G AMENDMENT
FILED BY NORTHERN TRUST CORPORATION

Securities and Exchange Commission

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450 Fifth Street, N.W.
Washington, DC 20549-1004
Attention: Filing Desk, Stop 1-4

RE: Allstate Corporation

Pursuant to the requirement of 240.13d-1(k) (1) (iii), this exhibit shall constitute our written agreement that the Schedule 13G Amendment to which this exhibit is attached is filed on behalf of Northern Trust Corporation and of its subsidiary(ies), as stated below, regarding our respective beneficial ownership in the above-captioned equity security.

NORTHERN TRUST CORPORATION

By: James D McDonald

As its Senior Vice President

DATED: 02-11-2009

The NORTHERN TRUST COMPANY
NORTHERN TRUST INVESTMENTS, NA
NORTHERN TRUST GLOBAL INVESTMENTS LTD

By: James D McDonald
As its Senior Vice President

NORTHERN TRUST, NA

By: Jacobo Schatz
As its Authorized Representative

NORTHERN TRUST BANK, FSB

By: Brian J. Hofmann
As its Authorized Representative

NORTHERN TRUST COMPANY OF CONNECTICUT

By: Trista D. Simoncek
As its Vice President