

ALLSTATE CORP
Form 4
February 25, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
WILSON THOMAS J

(Last) (First) (Middle)

C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

(Street)

NORTHBROOK, IL 60062-6127

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2014

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)
Chairman, President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/22/2014		M	V Amount (A) or (D) Price 17,718 A \$ 0 ⁽¹⁾	34,006.824 ₍₂₎	D	
Common Stock	02/22/2014		F	5,729 D \$ 53.86	28,277.824	D	
Common Stock	02/22/2014		M	18,195 A \$ 0 ⁽³⁾	46,472.824	D	
Common Stock	02/22/2014		F	8,024 D \$ 53.86	38,448.824	D	
Common Stock					75,905	I	By 2011 Remainder

Common Stock	66,230 ⁽⁴⁾	I	GRAT By 2012 GRAT
Common Stock	187,198 ⁽⁵⁾	I	By 2014 GRAT
Common Stock	5,278 ⁽⁶⁾	I	By 401(k) Plan

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

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SEC 1474
(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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/22/2014		M	17,718	02/22/2014 02/22/2014	Common Stock 17,718
Restricted Stock Units	<u>(3)</u>	02/22/2014		M	18,195	<u>(3)</u> <u>(3)</u>	Common Stock 18,195

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON THOMAS J C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127	X		Chairman, President and CEO	

Signatures

/s/ Katherine A. Smith, attorney-in-fact for Mr.
Wilson

02/25/2014

__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) Conversion of previously awarded restricted stock units into an equal number of common shares, without the payment of any consideration, pursuant to The Allstate Corporation 2009 Equity Incentive Plan.
Reflects annual annuity distribution of 43,610 shares from Thomas J. Wilson 2012 GRAT trust to directly held shares on February 13, 2014, and subsequent contribution of 187,198 shares of Allstate common stock previously reported as directly held to the Thomas J. Wilson 2014 GRAT trust on February 14, 2014. Form also reflects 12,313 shares acquired during period of October 5, 2013 through January 7, 2014 through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.
- (2) Conversion of previously awarded restricted stock units into an equal number of common shares, without the payment of any consideration, pursuant to The Allstate Corporation 2009 Equity Incentive Plan. The remaining restricted stock units will convert on February 22, 2015.
- (3) Reflects annual annuity distribution of 43,610 shares from Thomas J. Wilson 2012 GRAT trust on February 13, 2014.
- (4) On February 14, 2014, the reporting person contributed 187,198 shares of Allstate common stock previously reported as directly held to the Thomas J. Wilson 2014 GRAT Trust.
- (5) Reflects acquisition of 133 shares of The Allstate Corporation common stock since December 4, 2013 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated February 18, 2014.
- (6)

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.