

ALLSTATE CORP
Form 4
May 10, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
CIVGIN DON

(Last) (First) (Middle)

C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

(Street)

NORTHBROOK, IL 60062

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2016

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)
Pres Emerging Businesses - AIC

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)
			Code	V	Amount	Price	
Common Stock	05/06/2016		M		65,000	\$ 46.48	A 167,147 D
Common Stock	05/06/2016		M		28,836	\$ 31.74	A 195,983 D
Common Stock	05/06/2016		M		54,787	\$ 31.56	A 250,770 D
Common Stock	05/06/2016		M		65,789	\$ 45.61	A 316,559 D
Common Stock	05/06/2016		S		214,412	\$ 66.92	D 102,147 D

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(1)

Common Stock 1,549 (2) 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
Employee Stock Option (Right to Buy)	\$ 46.48	05/06/2016		M	65,000	09/08/2012	09/08/2018	Common Stock	65,000
Employee Stock Option (Right to Buy)	\$ 31.74	05/06/2016		M	28,836	02/22/2015	02/22/2021	Common Stock	28,836
Employee Stock Option (Right to Buy)	\$ 31.56	05/06/2016		M	54,787	02/21/2016	02/21/2022	Common Stock	54,787
Employee Stock Option (Right to Buy)	\$ 45.61	05/06/2016		M	65,789	(3)	02/12/2023	Common Stock	65,789

Reporting Owners

Relationships**Reporting Owner Name / Address**

Director 10% Owner Officer Other

CIVGIN DON
 C/O THE ALLSTATE CORPORATION
 2775 SANDERS ROAD
 NORTHBROOK, IL 60062

Pres Emerging Businesses - AIC

Signatures

/s/ Efie Vainikos, attorney-in-fact for Mr.
 Civgin

05/10/2016

__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).

Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$66.59 to \$67.23.

- (1) The reporting person provided the issuer, and will provide any security holder of The Allstate Corporation or member of the SEC staff, full information regarding the number of shares sold at each separate price upon request.
- (2) Reflects acquisition of 6 shares of The Allstate Corporation common stock since February 4, 2016 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated May 5, 2016.
- (3) Stock option award granted to reporting person on February 12, 2013. The remaining 25% to vest on February 12, 2017.

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

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