

ALLSTATE CORP
Form 4
February 13, 2015

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 *
Greffin Judith P

(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)
02/11/2015

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)
EVP & CIO Allstate Ins. Co.

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/11/2015		M			24,642	A	\$ 53.84	75,297.92	D	
Common Stock	02/11/2015		M			4,854	A	\$ 62.24	80,151.92	D	
Common Stock	02/11/2015		M			66,663	A	\$ 48.82	146,814.92	D	
Common Stock	02/11/2015		S			96,159	D	\$ 71.25 <u>(1)</u>	50,655.92 <u>(2)</u>	D	
									3,856 <u>(3)</u>	I	

Common
StockBy 401(k)
Plan

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

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(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)	\$ 53.84	02/11/2015		M		24,642		02/21/2010	02/21/2016	Common Stock	24,642
Employee Stock Option (Right to Buy)	\$ 62.24	02/11/2015		M		4,854		02/20/2011	02/20/2017	Common Stock	4,854
Employee Stock Option (Right to Buy)	\$ 48.82	02/11/2015		M		66,663		02/26/2012	02/26/2018	Common Stock	66,663

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Greffin Judith P
C/O THE ALLSTATE CORPORATION
2775 SANDERS ROAD
NORTHBROOK, IL 60062-6127

EVP & CIO Allstate
Ins. Co.

Signatures

/s/ Efie Vainikos, attorney-in-fact for Judith P.
Greffin

02/13/2015

__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 \$71.15 to \$71.38.

- (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.

Form also reflects .002 shares acquired during period of July 8, 2014 through January 7, 2015 through the Shareowner Service Plus Plan,

- (2) which reinvests dividends paid on The Allstate Corporation common shares. The total does not include the fractional share interests that were disposed of for cash when the reporting person transferred shares acquired under the plan to a brokerage account.
- (3) Reflects acquisition of 174 shares of The Allstate Corporation common stock since August 7, 2014 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated February 9, 2015.

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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