

ALLSTATE CORP
Form 4
February 25, 2014

FORM 4

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

OMB APPROVAL

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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 *
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)
02/22/2014

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)
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/22/2014 | | M | 3,866 | A \$ 0 ⁽¹⁾ | 49,041.196 ₍₂₎ | D |
| Common Stock | 02/22/2014 | | F | 1,255 | D \$ 53.86 | 47,786.196 | D |
| Common Stock | 02/22/2014 | | M | 4,218 | A \$ 0 ⁽³⁾ | 52,004.196 | D |
| Common Stock | 02/22/2014 | | F | 1,365 | D \$ 53.86 | 50,639.196 | D |
| Common Stock | 02/24/2014 | | M | 20,000 | A \$ 16.83 | 70,639.196 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|---------------------------------|----------------------|---|----------------|
| Common Stock | 02/24/2014 | | S | 20,000 | D | \$ <u>54.09</u> ⁽⁴⁾ | 50,639.196 | D | |
| Common Stock | 02/24/2014 | | M | 20,714 | A | \$ 45.29 | 71,353.196 | D | |
| Common Stock | 02/24/2014 | | S | 20,714 | D | \$ <u>54.218</u> ⁽⁵⁾ | 50,639.196 | D | |
| Common Stock | | | | | | | 3,650 ⁽⁶⁾ | I | By 401(k) Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 |
| Restricted Stock Units | <u>(1)</u> | 02/22/2014 | | M | 3,866 | 02/22/2014 | 02/22/2014 | Common Stock | 3,866 |
| Restricted Stock Units | <u>(3)</u> | 02/22/2014 | | M | 4,218 | <u>(3)</u> | <u>(3)</u> | Common Stock | 4,218 |
| Employee Stock Option (Right to Buy) | \$ 16.83 | 02/24/2014 | | M | 20,000 | 02/27/2013 | 02/27/2019 | Common Stock | 20,000 |
| Employee Stock Option (Right to Buy) | \$ 45.29 | 02/24/2014 | | M | 20,714 | 03/09/2008 | 03/09/2014 | Common Stock | 20,714 |

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/ Katherine A. Smith, attorney-in-fact for Judith P. Greffin | 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.
- (2) Form also reflects 25.456 shares acquired during period of April 5, 2013 through January 7, 2014 through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.
- (3) 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.
- (4) Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$54.03 to \$54.15. 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.
- (5) Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$54.07 to \$54.26. 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.
- (6) Reflects acquisition of 178 shares of The Allstate Corporation common stock since February 26, 2013 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated February 18, 2014.

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.