ALLSTATE CORP

Form 4

February 20, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * PILCH SAMUEL H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Sr. Group VP and Controller

below)

Issuer

below)

(Middle)

(Zip)

ALLSTATE CORP [ALL] 3. Date of Earliest Transaction

> Director X_ Officer (give title

10% Owner Other (specify

C/O THE ALLSTATE **CORPORATION, 2775 SANDERS ROAD**

(Street)

(State)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

02/18/2015

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NORTHBROOK, IL 60062-6127

(City)	(State)	Table Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I)		Indirect Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	02/18/2015		M	3,290	A	\$ 52.18	21,271	D	
Common Stock	02/18/2015		S	3,290	D	\$ 71.07	17,981	D	
Common Stock							4,277	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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displays a currently valid OMB control number.

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. NumborDerivation Securities Acquires Dispose (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Employee Stock Option (Right to Buy)	\$ 70.71	02/18/2015		A	8,105		<u>(1)</u>	02/18/2025	Common Stock	8,10
Restricted Stock Units	<u>(2)</u>	02/18/2015		A	5,371		02/18/2018	02/18/2018	Common Stock	5,37
Employee Stock Option (Right to Buy)	\$ 52.18	02/18/2015		M		3,290	<u>(3)</u>	02/18/2024	Common Stock	3,29

Reporting Owners

Reporting Owner Name / Address		Keiauonsnips					
	Director	10% Owner	Officer	Other			

PILCH SAMUEL H C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127

Sr. Group VP and Controller

Signatures

/s/ Efie Vainikos, attorney-in-fact for Samuel H. Pilch 02/20/2015

**Signature of Reporting Person Date

Reporting Owners 2

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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) Option exercisable in three increments, with one third vesting on February 18, 2016, February 18, 2017, and February 18, 2018, with any fractional shares to be rounded as provided for in award agreement.
- Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation 2013 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock (on the conversion date), which is February 18, 2018.
- (3) Remaining increments to vest on February 18, 2016 and February 18, 2017, each representing half of remaining shares under option, with any fractional shares to be rounded pursuant to award agreement.

Remarks:

The cashless exercise of options transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1(c) trading plant. 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.