

ALLSTATE CORP  
Form 4  
May 28, 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 \*  
**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)  
**05/26/2015**

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)  
**Chairman 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |  |
| Common Stock                    | 05/26/2015                           |  | M                              | 100,000 A \$ 58.47  | 429,112.097 (1) (2)   | D  |  |
| Common Stock                    | 05/26/2015                           |  | S                              | 92,786 D \$ 67.43 (3)   | 336,326.097   | D  |  |
| Common Stock                    |                                      |  |                                |   | 118,900 (1)   | I  | By 2014 GRAT                               |
| Common Stock                    |                                      |  |                                |   | 5,532   | I  | By 401(k) Plan                             |
|                                 |                                      |  |                                |   | 109,905   | I  |  |

Common  
Stock

Remainder  
GRAT

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 Number Shares |
| Employee Stock Option (Right to Buy)       | \$ 58.47   | 05/26/2015                           |  | M                              | 100,000   | 06/01/2009 06/01/2015                                    | Common Stock  | 100,000 |                      |

## Reporting Owners

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

## Signatures

/s/ Efie Vainikos, attorney-in-fact for Thomas J. Wilson  
05/28/2015

\_\_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).
- (1) Reflects required annual annuity distribution of 68,298 shares pursuant to the terms of the Thomas J. Wilson 2014 Grantor Retained Annuity Trust (GRAT). GRAT shares transferred to directly held shares on March 23, 2015.
- (2)

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Form also reflects 11.433 shares acquired during period of January 8, 2015, through April 7, 2015, through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.

Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$67.34 to \$67.48.

- (3) 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.

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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