

ALLSTATE CORP
Form 4
July 07, 2016

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 *
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)
03/24/2016

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)
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 or Disposed of (A) or (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|--|
| Common Stock | 03/24/2016 | | G | V 44,000 D \$ 0 | 0 ⁽¹⁾ | I | By 2014 GRAT |
| Common Stock | 03/24/2016 | | G | V 44,000 A \$ 0 | 153,905 ⁽¹⁾ | I | Remainder GRAT |
| Common Stock | 05/06/2016 | | G | V 5,223 D \$ 0 | 36,480.759 ⁽²⁾ | D | |
| Common Stock | | | | | 267,127 | I | By 2015 GRAT |
| Common Stock | | | | | 130,222 ⁽³⁾ | I | By 2016 GRAT |

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Common Stock 5,832 ⁽⁴⁾ 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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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

/s/ Thomas J. Wilson 07/06/2016

**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 distribution and transfer of shares formerly held by the Thomas J. Wilson 2014 GRAT Trust pursuant to its terms: a) 74,900 (1) shares were distributed and transferred to direct ownership on March 23, 2016; and b) 44,000 shares were transferred to the Thomas J. Wilson GRAT Remainder Trust on March 24, 2016.

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- Following March 23, 2016 transfer of 74,900 shares from the Thomas J. Wilson 2014 GRAT Trust to direct ownership, the reporting person subsequently contributed 130,222 shares on June 24, 2016 to the Thomas J. Wilson 2016 GRAT Trust. Balance also reflects
- (2) 13,464 shares acquired during period of January 8, 2016 through April 6, 2016 through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares and gift of 5,223 shares to four charitable entities.
 - (3) Reflects reporting person's contribution of 130,222 shares on June 24, 2016 to the Thomas J. Wilson 2016 GRAT Trust.
 - (4) Reflects acquisition of 52 shares since February 4, 2016, under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated June 24, 2016.

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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