

ALLSTATE CORP
Form 4
December 20, 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)
12/16/2016

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 (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 or Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	12/16/2016		G	V 46,410 D \$ 0	109,524.313 (1) (2) (3)	D	
Common Stock	12/16/2016		M	262,335 A \$ 62.24	371,859.313	D	
Common Stock	12/16/2016		F(4)	239,730 D \$ 73.98	132,129.313	D	
Common Stock	12/16/2016		S	22,605 D \$ 74.09	109,524.313	D	
Common Stock					147,700 (1)	I	By 2015 GRAT

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Common Stock	130,222	I	By 2016 GRAT
Common Stock	153,905	I	Remainder GRAT
Common Stock	5,880 ⁽⁵⁾	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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(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)	\$ 62.24	12/16/2016		M	262,335	02/20/2011	02/20/2017	Common Stock	262,335

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
12/20/2016

**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).
- (1) Reflects distribution and transfer of 119,427 shares formerly held by the Thomas J. Wilson 2015 GRAT to direct ownership on December 2, 2016.
- (2) Form also reflects 26,554 shares acquired during the period of April 7, 2016, through October 6, 2016, through the Shareholder Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.
- (3) Gift of shares to charitable family foundation and other charitable entities.
- (4) Shares withheld by issuer to pay the exercise price and minimum tax withholding liability incurred in connection with the exercise.
- (5) Reflects acquisition of 48 shares of The Allstate Corporation common stock since June 24, 2016, under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated December 15, 2016.

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.