

ALLSTATE CORP
Form 4
February 17, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

2. Issuer Name and Ticker or Trading Symbol
ALLSTATE CORP [ALL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman, President and CEO

C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NORTHBROOK, IL 60062-6127

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
Common Stock	12/22/2014		G	V 715 D \$ 0	145,339.966 (1)	D	
Common Stock	12/22/2014		G	V 34,000 D \$ 0	0 (2)	I	By 2012 GRAT
Common Stock	12/22/2014		G	V 34,000 A \$ 0	109,905 (2)	I	Remainder GRAT
Common Stock	12/24/2014		G	V 35,235 (3) D \$ 0	110,115.664 (4)	D	
Common Stock					187,198	I	By 2014 GRAT

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Common Stock 5,362 ⁽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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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 Following Reported Transaction (Instr. 3)
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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, President and CEO	

Signatures

/s/ Katherine A. Smith, attorney-in-fact for Mr. Wilson 02/17/2015

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 distribution of 32,230 shares from Thomas J. Wilson 2012 GRAT Trust upon termination to directly held shares on December 19, 2014.
- (2) Form reflects transfer of 34,000 shares from the Thomas J. Wilson 2012 GRAT Trust, to the Thomas J. Wilson GRAT Remainder Trust on December 22, 2014, pursuant to the terms of the trust.

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- (3) Gift of shares to charitable family foundation.
- (4) Form also reflects 10.698 shares acquired during period of October 7, 2014, through January 7, 2015, through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.
- (5) Reflects acquisition of 18 shares of The Allstate Corporation common stock since November 21, 2014, under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated January 27, 2015.

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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