

ALLSTATE CORP
Form 4
February 10, 2015

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 *
Verney Steven C

(Last) (First) (Middle)

C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

(Street)

NORTHBROOK, IL 60062

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2015

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)
EVP & Chief Risk Officer (AIC)

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/06/2015		M			9,000	A	\$ 53.84	22,887	D	
Common Stock	02/06/2015		M			12,585	A	\$ 53.84	35,472	D	
Common Stock	02/06/2015		M			10,417	A	\$ 31.41	45,889	D	
Common Stock	02/06/2015		M			16,920	A	\$ 31.74	62,809	D	
Common Stock	02/06/2015		M			6,167	A	\$ 31.56	68,976	D	

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Common Stock	02/06/2015	M	2,616	A	\$ 31	71,592	D	
Common Stock	02/06/2015	S	57,589	D	\$ 71.16 (1)	14,003	D	
Common Stock	02/06/2015	S	116	D	\$ 72.09 (2)	13,887	D	
Common Stock						371 (3)	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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 53.84	02/06/2015		M	9,000	02/21/2010	02/21/2016	Common Stock	9,000
Employee Stock Option (Right to Buy)	\$ 53.84	02/06/2015		M	12,585	02/21/2010	02/21/2016	Common Stock	12,585
Employee Stock Option (Right to Buy)	\$ 31.41	02/06/2015		M	10,417	02/22/2014	02/22/2020	Common Stock	10,417
	\$ 31.74	02/06/2015		M	16,920	(4)	02/22/2021		16,920

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 31.56	02/06/2015	M	6,167	<u>(5)</u>	02/21/2022		Common Stock	6,167
Employee Stock Option (Right to Buy)	\$ 31	02/06/2015	M	2,616	<u>(6)</u>	03/06/2022		Common Stock	2,616

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Verney Steven C C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062				EVP & Chief Risk Officer (AIC)

Signatures

/s/ Steven C.
Verney

02/10/2015

**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).

Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$71.07 to \$72.02.
(1) 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.

Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$72.09 to \$72.10.
(2) 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.

(3) Reflects acquisition of 6 shares of The Allstate Corporation common stock since February 18, 2014 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated February 4, 2015.

(4) Stock option award granted on February 22, 2011 for 22,561 shares of common stock. The remaining increment to vest on February 22, 2015.

(5) Stock option award granted to reporting person on February 21, 2012. The remaining increments of 25% to vest on February 21, 2015 and February 21, 2016.

(6)

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Stock option award granted to reporting person on March 6, 2012. The remaining increments of 25% to vest on March 6, 2015, and March 6, 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.