

ALLSTATE CORP
Form 4
February 25, 2014

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 *
Winter Matthew E

(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)
02/22/2014

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) ___X___ Other (specify below)

Pres Allstate Personal Lines

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Beneficial Ownership (Instr. 4)
Common Stock	02/22/2014		M	5,850 A	\$ 0 ⁽¹⁾ 36,388	D	
Common Stock	02/22/2014		M	6,065 A	\$ 0 ⁽²⁾ 42,453	D	
Common Stock	02/24/2014		M	14,474 A	\$ 31.41 56,927	D	
Common Stock	02/24/2014		S	14,474 D	\$ 53.884 ₍₃₎ 42,453	D	
					892 ₍₄₎	I	

Common
Stock

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
Restricted Stock Units	<u>(1)</u>	02/22/2014		M	5,850	02/22/2014 02/22/2014	Common Stock 5,850
Restricted Stock Units	<u>(2)</u>	02/22/2014		M	6,065	<u>(2)</u> <u>(2)</u>	Common Stock 6,065
Employee Stock Option (Right to Buy)	\$ 31.41	02/24/2014		M	14,474	<u>(5)</u> 02/22/2020	Common Stock 14,474

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Winter Matthew E
C/O THE ALLSTATE CORPORATION
2775 SANDERS ROAD
NORTHBROOK, IL 60062-6127

Pres Allstate Personal Lines

Signatures

/s/ Katherine A. Smith, attorney-in-fact for Matthew E.
Winter

02/25/2014

__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) Conversion of previously awarded restricted stock units into an equal number of common shares, without the payment of any consideration, pursuant to The Allstate Corporation 2009 Equity Incentive Plan.

Conversion of previously awarded restricted stock units into an equal number of common shares, without the payment of any consideration, pursuant to The Allstate Corporation 2009 Equity Incentive Plan. The remaining restricted stock units will convert on February 22, 2015.
- (2) Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$53.41 to \$54.29.
- (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.
- (4) Reflects acquisition of 131 shares of The Allstate Corporation common stock since November 30, 2013 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated February 18, 2014.
- (5) Stock option award granted to reporting person on February 22, 2010. The remaining increment vested on February 22, 2014.

Remarks:

The cashless exercise of options transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1(c) trading plan t

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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