

Rizzo Mario
Form 3
January 12, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Rizzo Mario | | (Month/Day/Year) | ALLSTATE CORP [ALL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/03/2018 | | |
| C/O THE ALLSTATE CORPORATION,Â 2775 SANDERS ROAD | | | (Check all applicable) | |
| | (Street) | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | EVP & Chief Financial Officer | |
| NORTHBROOK,Â ILÂ 60062 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 7,572 | D | Â |
| Common Stock | 1,067 | I | By 401(K) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

Edgar Filing: Rizzo Mario - Form 3

| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Option (Right to Buy) | 02/22/2015 | 02/22/2021 | Common Stock | 10,804 | \$ 31.74 | D | Â |
| Employee Stock Option (Right to Buy) | 02/21/2016 | 02/21/2022 | Common Stock | 12,763 | \$ 31.56 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(1)</u> | 02/18/2025 | Common Stock | 5,202 | \$ 70.71 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(2)</u> | 02/11/2026 | Common Stock | 9,887 | \$ 62.32 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(3)</u> | 02/09/2027 | Common Stock | 10,559 | \$ 78.35 | D | Â |
| Restricted Stock Units | 02/18/2018 | 02/18/2018 | Common Stock | 3,447 | \$ <u>(4)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rizzo Mario C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062 | Â | Â | Â EVP & Chief Financial Officer | Â |

Signatures

/s/ Mario Rizzo 01/11/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Stock option award granted on February 18, 2015 for 5,202 shares of common stock vesting in three equal increments. The first and second increments vested on February 18, 2016 and February 18, 2017. The remaining increment to vest on February 18, 2018.
Stock option award granted on February 11, 2016 for 9,887 shares of common stock vesting in three equal increments, with any fractional shares to be rounded as provided for in award agreement. The first increment vested on February 11, 2017. The remaining two increments to vest on February 11, 2018 and February 11, 2019.
 - (2) Stock option award granted on February 9, 2017 for 10,559 shares of common stock vesting in three equal increments, with any fractional shares to be rounded as provided for in award agreement, on February 9, 2018, February 9, 2019, and February 9, 2020.
 - (3) Award of Restricted Stock Units (RSUs) granted on February 18, 2015 under The Allstate Corporation 2013 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock (on the conversion date), which is February 18, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Edgar Filing: Rizzo Mario - Form 3

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.