

ALLSTATE CORP
Form 4
February 16, 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)
02/11/2016

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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 02/12/2016 | | A | V Amount (1) 130,638 | (A) or (D) Price \$ 0 | D | |
| Common Stock | 02/12/2016 | | F | (4) 54,863 | \$ 62.32 | D | |
| Common Stock | | | | | 118,900 | I | By 2014 GRAT |
| Common Stock | | | | | 267,127 (2) | I | By 2015 GRAT |
| Common Stock | | | | | 109,905 | I | Remainder GRAT |

Common Stock 5,780 ⁽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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 62.32 | 02/11/2016 | | A | 295,324 | ⁽⁶⁾ 02/11/2026 | Common Stock 295,324 |

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 02/16/2016

**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) Shares acquired upon conversion of 2013 performance stock award, pursuant to The Allstate Corporation 2013 Equity Incentive Plan.
- (2)

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Reflects reporting person's contribution of 267,127 shares on December 3, 2015, of Allstate common stock previously reported as directly held to the Thomas J. Wilson 2015 GRAT Trust.

- (3) Form also reflects 13.672 shares acquired during period of October 7, 2015, through January 7, 2016, through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.
- (4) Shares withheld to satisfy tax withholding obligations incident to the conversion of performance stock award.
- (5) Reflects acquisition of 172 shares of The Allstate Corporation common stock since December 1, 2015, under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated February 4, 2016.
- (6) Option exercisable in three increments, with one third vesting on February 11, 2017, February 11, 2018, and February 11, 2019, with any fractional shares to be rounded as provided for in award agreement.

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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