

ALLSTATE CORP
Form 4
January 06, 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)
01/02/2014

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/02/2014		M		19,697	A	\$ 31.41
							50,235 ⁽¹⁾
Common Stock	01/02/2014		S		19,697	D	\$ 53.776
							⁽²⁾
Common Stock							761
						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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SEC 1474 (9-02)

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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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 31.41	01/02/2014		M	19,697	⁽³⁾ 02/22/2020	Common Stock 19,697

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/ Matthew E. Winter
01/06/2014
Date
**Signature of Reporting Person

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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on May 7, 2013.
Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$53.50 to \$54.26.
- (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) Stock option award granted to reporting person on February 22, 2010. The remaining 25% to vest on February 22, 2014.

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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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. Exercise Price of Derivative Security3. 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(s) (Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)11. Nature of Indirect Beneficial Ownership (Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Class A Employee Stock Option (Right to buy) \$ 22.8709/07/2006 M 55,000 (7)02/01/2011 Class A Common Stock 55,000 \$ 0 0 D Class A Employee Stock Option (Right to buy) \$ 15.9109/07/2006 M 75,000 (8)11/01/2011 Class A Common Stock 75,000 \$ 0 0 D Class A Employee Stock Option (Right to buy) \$ 15.1109/07/2006 M 90,450 (9)02/06/2013 Class A Common Stock 90,450 \$ 0 30,150 D Class A Employee Stock Option (Right to buy) \$ 22.8109/07/2006 M 34,600 (10)02/05/2014 Class A Common Stock 34,600 \$ 0 34,600 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT JOHN W III 10400 FERNWOOD ROAD BETHESDA, MD 20817	X		Vice Chairman of the Board	

Signatures

By: Ward R. Cooper,
Attorney-In-Fact

09/08/2006

__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) Represents the weighted average sale price. The highest price at which shares were sold was \$36.97 and the lowest price at which shares were sold was \$36.57.
- (2) Represents the weighted average sale price. The highest price at which shares were sold was \$37.01 and the lowest price at which shares were sold was \$36.30.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$36.55 and the lowest price at which shares were sold was \$36.37.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$36.70 and the lowest price at which shares were sold was \$36.29.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$36.65 and the lowest price at which shares were sold was \$36.61.
- (6) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (7) The options vest in four equal installments on each of the four anniversaries of the February 1, 2001 grant date.
- (8) The options vest in four equal installments on each of the first four anniversaries of the November 1, 2001 grant date.
- (9) The options vest in four equal installments on each of the first four anniversaries of the February 6, 2003 grant date.
- (10) The options vest in four equal installments on each of the first four anniversaries of the February 5, 2004 grant date.

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