

ALLSTATE CORP

Form 4

February 25, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CIVGIN DON

(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)

02/22/2014

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 ____X____ Other (specify
below) below)

Pres & CEO Allstate Financial

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	02/22/2014		M		4,751	A \$ 0 ⁽¹⁾	43,564 D
Common Stock	02/22/2014		F		1,532	D \$ 53.86	42,032 D
Common Stock	02/22/2014		M		4,686	A \$ 0 ⁽²⁾	46,718 D
Common Stock	02/22/2014		F		1,516	D \$ 53.86	45,202 D
Common Stock						1,182 ⁽³⁾	I By 401(k) Plan

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

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SEC 1474
(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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/22/2014		M	4,751	02/22/2014	02/22/2014	Common Stock	4,751
Restricted Stock Units	(2)	02/22/2014		M	4,686	(2)	(2)	Common Stock	4,686

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CIVGIN DON C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062	Pres & CEO Allstate Financial

Signatures

/s/ Don Civgin 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.

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- Conversion of previously awarded restricted stock units into an equal number of common shares, without the payment of any
- (2) consideration, pursuant to The Allstate Corporation 2009 Equity Incentive Plan. The remaining restricted stock units will convert on February 22, 2015.
 - (3) Reflects acquisition of 151 shares of The Allstate Corporation common stock since February 13, 2013 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated February 18, 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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