

ALLSTATE CORP  
Form 4  
February 16, 2016

**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

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(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 Beneficial Ownership (Instr. 4)
Common Stock	02/12/2016		A	Amount (1) 130,638	(A) or (D) A \$ 0	151,875.295 (2) (3) D	
Common Stock	02/12/2016		F	54,863 (4)	D \$ 62.32	97,012.295 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

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Common Stock 5,780 <sup>(5)</sup> 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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(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 Number Shares
Employee Stock Option (Right to Buy)	\$ 62.32	02/11/2016		A		295,324		<u>(6)</u>	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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