

ALLSTATE CORP
Form 4
August 14, 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 *
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)
08/12/2014

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) Other (specify below)
Chairman, President 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)			
				(A) or (D)	Price					
Common Stock	08/12/2014		M	V	98,976	A	\$ 52.57	131,170.713 (1)	D	
Common Stock	08/12/2014		F(2)		86,503	D	\$ 60.15	44,667.713	D	
Common Stock	08/12/2014		F(3)		5,855	D	\$ 60.15	38,812.713	D	
Common Stock								75,905	I	By 2011 Remainder GRAT
								66,230	I	

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).

- Form also reflects 12.654 shares acquired during period of April 5, 2014 through July 7, 2014 through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares. The reporting person previously acquired 13.235 shares during the period of January 8, 2014 through April 4, 2014, and not 25.548 shares as previously footnoted in the Form 4 filed on June 5, 2014.
- (1)
 - (2) Delivery of shares to issuer to pay the exercise price.
 - (3) Delivery of shares to issuer to pay minimum tax withholding liability incurred in connection with the exercise.
 - (4) Reflects acquisition of 23 shares of The Allstate Corporation common stock since May 22, 2014 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated August 7, 2014.

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

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.