

ALLSTATE CORP
Form 4
August 09, 2016

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 *
Harty Harriet K

(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)
08/05/2016

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)
Executive Vice President - AIC

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 08/05/2016 | | M | | 7,098 A \$ 16.83 | 12,316 | D |
| Common Stock | 08/05/2016 | | M | | 957 A \$ 62.24 | 13,273 | D |
| Common Stock | 08/05/2016 | | M | | 1,813 A \$ 48.82 | 15,086 | D |
| Common Stock | 08/05/2016 | | S | | 6,779 D \$ 68.64 | 8,307 | D |
| | | | | | (1) | 8,407 (2) | I |

Common
StockBy 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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----------------|--|-----------------|---|----------------------------|
| | | | | | (A) Acquired | (D) Disposed of | Date Exercisable | Expiration Date | | |
| Employee Stock Option (Right to Buy) | \$ 16.83 | 08/05/2016 | | M | 7,098 | | 02/27/2013 | 02/27/2019 | Common Stock | 7,098 |
| Employee Stock Option (Right to Buy) | \$ 62.24 | 08/05/2016 | | M | 957 | | 02/20/2011 | 02/20/2017 | Common Stock | 957 |
| Employee Stock Option (Right to Buy) | \$ 48.82 | 08/05/2016 | | M | 1,813 | | 02/26/2012 | 02/26/2018 | Common Stock | 1,813 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Harty Harriet K
C/O THE ALLSTATE CORPORATION
2775 SANDERS ROAD

Executive Vice President - AIC

NORTHBROOK, IL 60062

Signatures

/s/ Harriet K.

08/09/2016

Harty

__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).
Reflects weighted average sale price for open-market sales transaction reported herein. Actual sales prices ranged from \$68.60-\$68.70.
- (1) 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.
- (2) Reflects acquisition of 225 shares of The Allstate Corporation common stock since February 18, 2016, under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated August 5, 2016.

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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