

ALLSTATE CORP
Form 4
October 17, 2013

FORM 4

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

OMB APPROVAL

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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 *
PILCH SAMUEL H

(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)
10/16/2013

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)
Sr. Group VP and Controller

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			
Common Stock	10/16/2013		M		64,363 A \$ 16.83	107,568	D	
Common Stock	10/16/2013		M		5,290 A \$ 45.96	112,858	D	
Common Stock	10/16/2013		M		2,200 A \$ 46.48	115,058	D	
Common Stock	10/16/2013		M		28,318 A \$ 31.41	143,376	D	
Common Stock	10/16/2013		M		7,023 A \$ 31.74	150,399	D	

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Common Stock	10/16/2013	S	117,194	D	\$ 53.063 <u>(1)</u>	33,205	D	
Common Stock						3,914 <u>(2)</u>	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 16.83	10/16/2013		M	64,363	02/27/2013 02/27/2019	Common Stock	64,363	
Employee Stock Option (Right to Buy)	\$ 45.96	10/16/2013		M	5,290	02/06/2008 02/06/2014	Common Stock	5,290	
Employee Stock Option (Right to Buy)	\$ 46.48	10/16/2013		M	2,200	09/08/2012 09/08/2018	Common Stock	2,200	
Employee Stock Option (Right to Buy)	\$ 31.41	10/16/2013		M	28,318	<u>(3)</u> 02/22/2020	Common Stock	28,318	
Employee Stock Option (Right to Buy)	\$ 31.74	10/16/2013		M	7,023	<u>(4)</u> 02/22/2021	Common Stock	7,023	

Option
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PILCH SAMUEL H C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127			Sr. Group VP and Controller	

Signatures

/s/ Katherine A. Smith, attorney-in-fact for Samuel H. Pilch
10/17/2013

__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) Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$53.000 to 53.540. 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 33 shares of The Allstate Corporation common stock since February 26, 2013 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated October 15, 2013.
 - (3) Stock option award granted to reporting person on February 22, 2010. The remaining 25% to vest on February 22, 2014.
 - (4) Stock option award granted to reporting person on February 22, 2011. The remaining 25% to vest on February 22, 2015.

Remarks:

The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person.

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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