

ALLSTATE CORP  
Form 4  
June 09, 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 \*  
**PILCH SAMUEL H**  
  
(Last) (First) (Middle)  
  
**C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD**

2. Issuer Name and Ticker or Trading Symbol  
**ALLSTATE CORP [ALL]**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/05/2014**

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**

(Street)  
  
**NORTHBROOK, IL 60062-6127**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
				(A) or (D)	Amount	Price			
Common Stock	06/05/2014		M	30,700	A	\$ 48.82	70,960	D	
Common Stock	06/05/2014		M	19,800	A	\$ 46.48	90,760	D	
Common Stock	06/05/2014		M	9,440	A	\$ 31.41	100,200	D	
Common Stock	06/05/2014		M	3,512	A	\$ 31.74	103,712	D	
Common Stock	06/05/2014		M	7,168	A	\$ 31.56	110,880	D	

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Common Stock	06/05/2014	S	70,620	D	\$ 59.002 <u>(1)</u>	40,260	D	
Common Stock						4,101 <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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 48.82	06/05/2014		M	30,700	02/26/2012 02/26/2018	Common Stock 30,700
Employee Stock Option (Right to Buy)	\$ 46.48	06/05/2014		M	19,800	09/08/2012 09/08/2018	Common Stock 19,800
Employee Stock Option (Right to Buy)	\$ 31.41	06/05/2014		M	9,440	02/22/2014 02/22/2020	Common Stock 9,440
Employee Stock Option (Right to Buy)	\$ 31.74	06/05/2014		M	3,512	<u>(3)</u> 02/22/2021	Common Stock 3,512
Employee Stock Option (Right to Buy)	\$ 31.56	06/05/2014		M	7,168	<u>(4)</u> 02/21/2022	Common Stock 7,168

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/ Samuel H. Pilch                      06/09/2014

\_\_\_\_\_  
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) Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$59,000 to \$59,020. 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 37 shares of The Allstate Corporation common stock since February 18, 2014 under Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated June 4, 2014.
  - (3) Stock option award granted to reporting person on February 22, 2011. The remaining 25% to vest on February 22, 2015.
  - (4) Stock option award granted to reporting person on February 21, 2012. The remaining increments of 25% to vest on February 21, 2015 and February 21, 2016.

### 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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