

ALLSTATE CORP
Form 4
March 12, 2015

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 *
Verney Steven C

(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)
03/11/2015

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 ____X____ Other (specify
below) below)
EVP & Chief Risk Officer (AIC)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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	03/11/2015		M	5,641	A \$ 31.74	23,552	D
Common Stock	03/11/2015		M	3,084	A \$ 31.56	26,636	D
Common Stock	03/11/2015		M	1,308	A \$ 31	27,944	D
Common Stock	03/11/2015		S	10,033	D \$ 69.33 (1)	17,911	D
						519	I

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Common
Stock

By 401(k)
Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	\$ 31.74	03/11/2015		M	5,641	02/22/2015	02/22/2021	Common Stock	5,641
Employee Stock Option (Right to Buy)	\$ 31.56	03/11/2015		M	3,084	<u>(2)</u>	02/21/2022	Common Stock	3,084
Employee Stock Option (Right to Buy)	\$ 31	03/11/2015		M	1,308	<u>(3)</u>	03/06/2022	Common Stock	1,308

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Verney Steven C
C/O THE ALLSTATE CORPORATION
2775 SANDERS ROAD

EVP & Chief Risk Officer (AIC)

NORTHBROOK, IL 60062

Signatures

/s/ Steven C.

03/12/2015

Verney

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 sale prices ranged from \$69.32 to \$69.33.

- (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) Stock option award granted to reporting person on February 21, 2012. The remaining 25% to vest on February 21, 2016.
- (3) Stock option award granted to reporting person on March 6, 2012. The remaining 25% to vest on March 6, 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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