

ALLSTATE CORP  
Form 4  
May 10, 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 \*  
CIVGIN DON

(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)  
05/06/2016

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) \_\_\_X\_\_\_ Other (specify below)  
Pres Emerging Businesses - 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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |   |
| Common Stock                    | 05/06/2016                           |  | M                              |   | 65,000  | \$ 46.48   | A 167,147 D   |
| Common Stock                    | 05/06/2016                           |  | M                              |   | 28,836  | \$ 31.74   | A 195,983 D   |
| Common Stock                    | 05/06/2016                           |  | M                              |   | 54,787  | \$ 31.56   | A 250,770 D   |
| Common Stock                    | 05/06/2016                           |  | M                              |   | 65,789  | \$ 45.61   | A 316,559 D   |
| Common Stock                    | 05/06/2016                           |  | S                              |   | 214,412   | \$ 66.92   | D 102,147 D   |

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(1)

Common Stock 1,549 (2) 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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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   |                            |
| Employee Stock Option (Right to Buy)       | \$ 46.48   | 05/06/2016                           |  | M                              | 65,000  | 09/08/2012   | 09/08/2018      | Common Stock  | 65,000                     |
| Employee Stock Option (Right to Buy)       | \$ 31.74   | 05/06/2016                           |  | M                              | 28,836  | 02/22/2015   | 02/22/2021      | Common Stock  | 28,836                     |
| Employee Stock Option (Right to Buy)       | \$ 31.56   | 05/06/2016                           |  | M                              | 54,787  | 02/21/2016   | 02/21/2022      | Common Stock  | 54,787                     |
| Employee Stock Option (Right to Buy)       | \$ 45.61   | 05/06/2016                           |  | M                              | 65,789  | (3)  | 02/12/2023      | Common Stock  | 65,789                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                                |
|---|---------------|-----------|---------|--------------------------------|
|   | Director      | 10% Owner | Officer | Other                          |
| CIVGIN DON<br>C/O THE ALLSTATE CORPORATION<br>2775 SANDERS ROAD<br>NORTHBROOK, IL 60062 |               |           |         | Pres Emerging Businesses - AIC |

## Signatures

/s/ Efie Vainikos, attorney-in-fact for Mr. Civgin 05/10/2016

\_\_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 \$66.59 to \$67.23.

- (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 6 shares of The Allstate Corporation common stock since February 4, 2016 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated May 5, 2016.
- (3) Stock option award granted to reporting person on February 12, 2013. The remaining 25% to vest on February 12, 2017.

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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