

WILSON THOMAS J
Form 4
November 13, 2017

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 *
WILSON THOMAS J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

(Street)

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

NORTHBROOK, IL 60062-6127

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/08/2017		M		\$ 338,316 48.82	A	D
Common Stock	11/08/2017		F ⁽³⁾		\$ 246,868 99.44	D	D
Common Stock	11/08/2017		M		\$ 417,576 31.41	A	D
Common Stock	11/08/2017		F ⁽³⁾		\$ 265,854 99.48	D	D
Common Stock	11/08/2017		S		\$ 130,000 99.29	D	D

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					(4)			
Common Stock	11/09/2017	S	63,595	D	\$ 98.8 (5)	239,875.86	D	
Common Stock	11/09/2017	S	1,405	D	\$ 99.32 (6)	238,470.86	D	
Common Stock						147,700	I	By 2015 GRAT
Common Stock						85,000 (1)	I	By 2016 GRAT
Common Stock						153,905	I	Remainder GRAT
Common Stock						6,076 (7)	I	By 401(k) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number Shares
Employee Stock Option (Right to Buy)	\$ 48.82	11/08/2017		M	338,316	02/26/2012	02/26/2018	Common Stock	338,316
Employee Stock Option (Right to Buy)	\$ 31.41	11/08/2017		M	417,576	02/22/2014	02/22/2020	Common Stock	417,576

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON THOMAS J C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127	X		Chairman and CEO	

Signatures

/s/ Thomas J.
Wilson 11/13/2017

**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 distribution and transfer of 45,222 shares formerly held by the Thomas J. Wilson 2016 GRAT to direct ownership on August 8, 2017.
 - (2) Form also reflects 23,174 shares acquired during the period of April 7, 2017, through October 4, 2017, through the Shareholder Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.
 - (3) Shares withheld by issuer to pay the exercise price and minimum tax withholding liability incurred in connection with the exercise.
Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$99.04 to \$99.51.
 - (4) 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.
Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$98.30 to \$99.29.
 - (5) 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.
Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$99.30 to \$99.34.
 - (6) 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.
 - (7) Reflects acquisition of 42 shares of The Allstate Corporation common stock since April 5, 2017 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated November 8, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.