

ALLSTATE CORP

Form 4

December 20, 2016

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILSON THOMAS J**

(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)

**12/16/2016**

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) ☐ Other (specify below)

Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/16/2016		G	V	46,410	D	\$ 0	109,524.313 <u>(1)</u> <u>(2)</u> <u>(3)</u>	D
Common Stock	12/16/2016		M		262,335	A	\$ 62.24	371,859.313	D
Common Stock	12/16/2016		<u>F</u> <sup>(4)</sup>		239,730	D	\$ 73.98	132,129.313	D
Common Stock	12/16/2016		S		22,605	D	\$ 74.09	109,524.313	D
Common Stock								147,700 <u>(1)</u>	I
									By 2015 GRAT

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Common Stock	130,222	I	By 2016 GRAT
Common Stock	153,905	I	Remainder GRAT
Common Stock	5,880 <sup>(5)</sup>	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 62.24	12/16/2016		M		262,335		02/20/2011	02/20/2017	Common Stock	262,335

## 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 12/20/2016

\*\*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).

- (1) Reflects distribution and transfer of 119,427 shares formerly held by the Thomas J. Wilson 2015 GRAT to direct ownership on December 2, 2016.
- (2) Form also reflects 26,554 shares acquired during the period of April 7, 2016, through October 6, 2016, through the Shareholder Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.
- (3) Gift of shares to charitable family foundation and other charitable entities.
- (4) Shares withheld by issuer to pay the exercise price and minimum tax withholding liability incurred in connection with the exercise.
- (5) Reflects acquisition of 48 shares of The Allstate Corporation common stock since June 24, 2016, under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated December 15, 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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