

ALLSTATE CORP  
Form 4  
February 25, 2014

**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 \*  
Greffin Judith P

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)  
02/22/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)  
EVP & CIO Allstate Ins. Co.

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/22/2014		M		3,866	A	\$ 0 <sup>(1)</sup> <sub>(2)</sub>
Common Stock	02/22/2014		F		1,255	D	\$ 53.86 47,786.196
Common Stock	02/22/2014		M		4,218	A	\$ 0 <sup>(3)</sup> 52,004.196
Common Stock	02/22/2014		F		1,365	D	\$ 53.86 50,639.196
Common Stock	02/24/2014		M		20,000	A	\$ 16.83 70,639.196

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Common Stock	02/24/2014		S	20,000	D	\$ <u>54.09</u> <sup>(4)</sup>	50,639.196	D	
Common Stock	02/24/2014		M	20,714	A	\$ 45.29	71,353.196	D	
Common Stock	02/24/2014		S	20,714	D	\$ <u>54.218</u> <sup>(5)</sup>	50,639.196	D	
Common Stock							3,650 <sup>(6)</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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(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
Restricted Stock Units	<u>(1)</u>	02/22/2014		M	3,866	02/22/2014	02/22/2014	Common Stock	3,866
Restricted Stock Units	<u>(3)</u>	02/22/2014		M	4,218	<u>(3)</u>	<u>(3)</u>	Common Stock	4,218
Employee Stock Option (Right to Buy)	\$ 16.83	02/24/2014		M	20,000	02/27/2013	02/27/2019	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 45.29	02/24/2014		M	20,714	03/09/2008	03/09/2014	Common Stock	20,714

