ALLSTATE CORP
Form 4
February 24, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PILCH SAMUEL H

(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)
02/21/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. Group VP and Controller

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	(A) or (D)	Price			
Common Stock	02/21/2015		M		2,954	A	$ 0 (1)	20,935	D	
Common Stock	02/21/2015		F		850	D	$ 71.6	20,085	D	
Common Stock	02/22/2015		M		3,180	A	$ 0 (2)	23,265	D	
Common Stock	02/22/2015		F		915	D	$ 71.6	22,350	D	
Common Stock	02/23/2015		M		3,512	A	$ 31.74	25,862	D	

Common Stock	02/23/2015	S	3,512	D	$ 71.37	22,350	D	
Common Stock	02/23/2015	M	3,584	A	$ 31.56	25,934	D	
Common Stock	02/23/2015	S	3,584	D	$ 71.37	22,350	D	
Common Stock						4,277	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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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	(1)	02/21/2015		M			2,954	(1)	(1)	Common Stock	2,954
Restricted Stock Units	(2)	02/22/2015		M			3,180	02/22/2015	02/22/2015	Common Stock	3,180
Employee Stock Option (Right to Buy)	$ 31.74	02/23/2015		M			3,512	02/22/2015	02/22/2021	Common Stock	3,512
Employee Stock Option (Right to Buy)	$ 31.56	02/23/2015		M			3,584	(3)	02/21/2022	Common Stock	3,584

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PILCH SAMUEL H C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127			Sr. Group VP and Controller	

Signatures

/s/ Efie Vainikos, attorney-in-fact for Samuel H. Pilch	02/24/2015
**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) Conversion of previously awarded restricted stock units into an equal number of common shares, without the payment of any consideration, pursuant to The Allstate Corporation 2009 Equity Incentive Plan (now known as The Allstate Corporation 2013 Equity Incentive Plan). The remaining restricted stock units will convert on February 21, 2016.

(2) Conversion of previously awarded restricted stock units into an equal number of common shares, without the payment of any consideration, pursuant to The Allstate Corporation 2009 Equity Incentive Plan (now known as The Allstate Corporation 2013 Equity Incentive Plan).

(3) Remaining increment to vest on February 21, 2016.

Remarks:

The cashless exercise of options transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1(c) trading plan t

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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