

ALLSTATE CORP
Form 3
December 16, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Mabe Katherine A</p> <p>(Last) (First) (Middle)</p> <p>C/O THE ALLSTATE CORPORATION,Â 2775 SANDERS ROAD</p> <p>(Street)</p> <p>NORTHBROOK,Â ILÂ 60062</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/02/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ALLSTATE CORP [ALL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Pres. Business to Business-AIC</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 6,965 | D | Â |
| Common Stock | 1,527 | I | By 401(k) Plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Employee Stock Option (Right to Buy) | Â (1) | 02/12/2023 | Common Stock | 42,272 | \$ 45.61 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 02/21/2022 | Common Stock | 51,903 | \$ 31.56 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 08/01/2021 | Common Stock | 20,570 | \$ 28.34 | D | Â |
| Restricted Stock Units | Â (4) | 08/01/2015 | Common Stock | 3,088 | \$ (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Mabe Katherine A C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062 | Â | Â | Â | Pres. Business to Business-AIC |

Signatures

/s/ Efie Vainikos, attorney-in-fact for Katherine A. Mabe 12/16/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Stock option award granted on February 12, 2013 for 42,272 shares of common stock vesting in 3 increments. 50% vesting on February 12, 2015, 25% vesting on February 12, 2016, and the remaining 25% vesting on February 12, 2017.

(2) Stock option award granted on February 21, 2012 for 51,903 shares of common stock vesting in 3 increments. 50% vesting on February 21, 2014, 25% vesting on February 21, 2015, and the remaining 25% vesting on February 21, 2016.

(3) Stock option award granted on August 1, 2011 for 41,139 shares of common stock vesting in 3 increments. 50% vested on August 1, 2013. The remaining increments will vest 25% on August 1, 2014 and 25% on August 1, 2015.

(4) Award of Restricted Stock Units (RSUs) granted August 1, 2011 under The Allstate Corporation 2009 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock on the day following the last day of the period of restriction (the conversion date). Half of the remaining RSUs will convert on August 1, 2014, and half will convert on August 1, 2015.

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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