

ALLSTATE CORP
Form 5
February 12, 2014

FORM 5

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

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BAILEY DONALD

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres Emerging Businesses (AIC)

C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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

6. Individual or Joint/Group Reporting

(check applicable line)

NORTHBROOK, IL 60062

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--|--|---|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/14/2013 | ^ | M4 | 41,279 | A | \$ 32.23 | 8,170 | D | ^ |
| Common Stock | 11/14/2013 | ^ | S4 | 41,279 | D | \$ 54.3479 | 8,170 | D | ^ |
| Common Stock | 11/14/2013 | ^ | M4 | 43,254 | A | \$ 31.74 | 8,170 | D | ^ |
| | 11/14/2013 | ^ | S4 | 43,254 | D | | 8,170 | D | ^ |

Common Stock \$ 54.3001

Common Stock ^ ^ ^ ^ ^ ^ 419 ⁽¹⁾ 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 32.23 | 11/14/2013 | ^ | M4 | ^ 41,279 | ^ ⁽²⁾ 01/03/2021 | Common Stock | 41,279 |
| Employee Stock Option (Right to Buy) | \$ 31.74 | 11/14/2013 | ^ | M4 | ^ 43,254 | ^ ⁽³⁾ 02/22/2021 | Common Stock | 43,254 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BAILEY DONALD
C/O THE ALLSTATE CORPORATION
2775 SANDERS ROAD
NORTHBROOK, IL 60062

^ ^ ^ Pres Emerging Businesses (AIC)

Signatures

/s/ Donald J. Bailey

02/12/2014

Date

Signature of
Reporting Person

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 acquisition of 6 shares of The Allstate Corporation common stock since February 13, 2013 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated November 14, 2013.
- (2) Stock option award granted to reporting person on January 3, 2011.
- (3) Stock option award granted to reporting person on February 22, 2011.

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Remarks:

NoÂ longerÂ subjectÂ toÂ SectionÂ 16Â reportingÂ forÂ TheÂ AllstateÂ CorporationÂ effectiveÂ asÂ ofÂ NovemberÂ 15

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.