

ALLSTATE CORP  
Form 4  
October 02, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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 \*  
**ESKEW MICHAEL L**  
  
(Last) (First) (Middle)  
  
**C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD**  
  
(Street)  
  
**NORTHBROOK, IL 60062**  
  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/01/2015**

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)

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. P |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |              |                            |    |  |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|--------------|----------------------------|----|--|
|                     |  |                      | Code V          | (A) (D)   | Date Exercisable | Expiration Date  | Title        | Amount or Number of Shares |    |  |
| Common Share Unit   | \$ 0                                     | 10/01/2015           | A               | 452.82<br>(1)   | (1)              | (1)              | Common Stock | 452.82                     | \$ |  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

ESKEW MICHAEL L  
 C/O THE ALLSTATE CORPORATION X  
 2775 SANDERS ROAD  
 NORTHBROOK, IL 60062

## Signatures

/s/ Katherine A. Smith, attorney-in-fact for Mr. Eskew 10/02/2015

\_\_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).

These common share units were acquired pursuant to The Allstate Corporation Amended and Restated Deferred Compensation Plan for Non-Employee Directors and represent director's fees deferred under the Plan and converted into units based on the market value of The

- (1) Allstate Corporation's common shares. The units are credited with amounts representing dividends on common shares, as declared, which are also converted into units. For the period of July 1, 2015 through October 1, 2015, the reporting person acquired 9.364 of common share units representing those dividends.

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