

MAYES MICHELE COLEMAN
Form 4
May 31, 2012

FORM 4 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).

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 *
MAYES MICHELE COLEMAN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
EVP and General Counsel

(Last) (First) (Middle)
C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2012

(Street)
NORTHBROOK, IL 60062-6127

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

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 05/29/2012 | | M | V | 4,136 | A | \$ 16.83 | 23,891 | D | |
| Common Stock | 05/29/2012 | | S | | 4,136 | D | \$ 33.86 | 19,755 | D | |
| Common Stock | 05/30/2012 | | G | V | 1,500 | D | \$ 0 | 18,255 | D | |
| Common Stock | 05/30/2012 | | M | | 37,000 | A | \$ 16.83 | 55,255 | D | |
| | 05/30/2012 | | S | | 37,000 | D | | 18,255 | D | |

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| | | | | | | |
|--------------|------------|----------------------|---|--|--|----------------|
| Common Stock | \$ | | | | | |
| | 33.66 | | | | | |
| | <u>(2)</u> | | | | | |
| Common Stock | | 1,434 ⁽³⁾ | I | | | By 401(k) Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 16.83 | 05/29/2012 | | M | 4,136 | <u>(4)</u> 02/27/2019 | Common Stock | 4,136 | |
| Employee Stock Option (Right to Buy) | \$ 16.83 | 05/30/2012 | | M | 37,000 | <u>(4)</u> 02/27/2019 | Common Stock | 37,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MAYES MICHELE COLEMAN C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127 | | | EVP and General Counsel | |

Signatures

/s/ Katherine A. Smith, attorney-in-fact for Michele C.
Mayes

05/31/2012

__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) Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$33.860 to \$33.863. The reporting person provided the issuer, and will provide any security holder of The Allstate Corporation or member of the SEC staff, full information regarding the number of shares sold at each separate price upon request.
 - (2) Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$33.600 to \$33.695. The reporting person provided the issuer, and will provide any security holder of The Allstate Corporation or member of the SEC staff, full information regarding the number of shares sold at each separate price upon request.
 - (3) Reflects acquisition of 56 shares of The Allstate Corporation common stock since February 16, 2012 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated May 25, 2012.
 - (4) Stock option award granted to reporting person on February 27, 2009; remaining increment to vest on February 27, 2013.

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.