

ALLSTATE CORP
Form 3
January 15, 2015

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)

1. Name and Address of Reporting Person *

Â Harty Harriet K
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/05/2015

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O THE ALLSTATE CORPORATION,Â 2775 SANDERS ROAD

(Street)

NORTHBROOK,Â ILÂ 60062

(City) (State) (Zip)

(Check all applicable)

___ Director ___ 10% Owner
___ Officer ___X___ Other
(give title below) (specify below)
Executive Vice President - AIC

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 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	3,113	D	Â
Common Stock	7,474	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
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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)	(Instr. 5)
Employee Stock Option (Right to Buy)	02/21/2010	02/21/2016	Common Stock	942	\$ 53.84	D	Â
Employee Stock Option (Right to Buy)	02/20/2011	02/20/2017	Common Stock	957	\$ 62.24	D	Â
Employee Stock Option (Right to Buy)	02/26/2012	02/26/2018	Common Stock	1,813	\$ 48.82	D	Â
Employee Stock Option (Right to Buy)	02/27/2013	02/27/2019	Common Stock	7,098	\$ 16.83	D	Â
Employee Stock Option (Right to Buy)	02/22/2014	02/22/2020	Common Stock	4,841	\$ 31.41	D	Â
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	02/22/2021	Common Stock	5,083	\$ 31.74	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	02/21/2022	Common Stock	7,228	\$ 31.56	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	12/03/2022	Common Stock	1,116	\$ 40.49	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	02/12/2023	Common Stock	9,399	\$ 45.61	D	Â
Employee Stock Option (Right to Buy)	Â <u>(5)</u>	02/18/2024	Common Stock	4,618	\$ 52.18	D	Â
Restricted Stock Units	02/22/2015	02/22/2015	Common Stock	128	\$ <u>(6)</u>	D	Â
Restricted Stock Units	Â <u>(7)</u>	02/16/2016	Common Stock	993	\$ <u>(7)</u>	D	Â
Restricted Stock Units	Â <u>(8)</u>	12/03/2016	Common Stock	160	\$ <u>(8)</u>	D	Â
Restricted Stock Units	Â <u>(9)</u>	02/12/2017	Common Stock	2,467	\$ <u>(9)</u>	D	Â
Restricted Stock Units	02/18/2017	02/18/2017	Common Stock	3,306	\$ <u>(10)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harty Harriet K C/O THE ALLSTATE CORPORATION	Â	Â	Â	Executive Vice President - AIC

2775 SANDERS ROAD
NORTHBROOK, IL 60062

Signatures

/s/ Harriet K.
Harty

01/14/2015

**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 22, 2011 for 5,083 shares of common stock vesting in 3 increments with the remaining 25% vesting on February 22, 2015.
- (2) Stock option award granted on February 21, 2012 for 7,228 shares of common stock vesting in 3 increments. 50% vested on February 21, 2014. Half of the remaining stock options will vest on February 21, 2015 and the other half will vest on February 21, 2016.
- (3) Stock option award granted on December 3, 2012 for 1,116 shares of common stock vesting in 3 increments. 50% vested on December 3, 2014. Half of the remaining stock options will vest on December 3, 2015 and the other half will vest on December 3, 2016.
- (4) Stock option award granted on February 12, 2013 for 9,399 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.
- (5) Stock option award granted on February 18, 2014 for 4,618 shares of common stock vesting in 3 increments, with one third vesting on February 18, 2015, February 18, 2016, and February 18, 2017, with any fractional shares to be rounded pursuant to reporting persons option award.

Award of Restricted Stock Units (RSUs) granted on February 22, 2011 under The Allstate Corporation 2009 Equity Incentive Plan (now known as The Allstate Corporation 2013 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). The remaining restricted stock units will convert on February 22, 2015.
- (6) Award of Restricted Stock Units (RSUs) granted on February 21, 2012 under The Allstate Corporation 2009 Equity Incentive Plan (now known as The Allstate Corporation 2013 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). 50% of the total number of RSUs converted on February 21, 2014. Half of the remaining restricted stock units will convert on February 21, 2015 and the other half will convert on February 21, 2016.
- (7) Award of Restricted Stock Units (RSUs) granted on December 3, 2012 under The Allstate Corporation 2009 Equity Incentive Plan (now known as The Allstate Corporation 2013 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). 50% of the total number of RSUs converted on December 3, 2014. Half of the remaining restricted stock units will convert on December 3, 2015 and the other half will convert on December 3, 2016.
- (8) Award of Restricted Stock Units (RSUs) granted on February 12, 2013 under The Allstate Corporation 2009 Equity Incentive Plan (now known as The Allstate Corporation 2013 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). 50% of the total number of RSUs will convert on February 12, 2015, 25% will convert on February 12, 2016, and the remaining 25% will convert on February 12, 2017.
- (9) Award of Restricted Stock Units (RSUs) granted on February 18, 2014 under The Allstate Corporation 2013 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). The total number of RSUs will convert on February 18, 2017.
- (10)

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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