

Merten Jesse E
Form 4
January 08, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Merten Jesse E

(Last) (First) (Middle)

C/O THE ALLSTATE
CORPORATION, 2775 SANDERS
RD.

(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)

01/04/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP & Chief Risk Officer (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 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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| | | | Code | V | Amount | (D) | Price |

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

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Derivative 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 |
| Employee Stock Option (Right to Buy) | \$ 100.8 | 01/04/2018 | A | | 700 | | <u>(1)</u> | 01/04/2028 | Common Stock | 700 |
| Restricted Stock Units | <u>(2)</u> | 01/04/2018 | A | | 139 | | 01/04/2021 | 01/04/2021 | Common Stock | 139 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------------------------------------------------------------------|-----------------------------------------|
| | Director10% OwnerOfficerOther |
| Merten Jesse E C/O THE ALLSTATE CORPORATION 2775 SANDERS RD. NORTHBROOK, IL 60062 | EVP & Chief Risk Officer (AIC) |

Signatures

/s/ Jesse E.
Merten

01/08/2018

**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) Option exercisable in three increments, with one third vesting on January 4, 2019, January 4, 2020, and January 4, 2021, with any fractional shares to be rounded as provided for in award agreement.
- Award of Restricted Stock Units (RSUs) granted under The Allstate Corporation 2013 Equity Incentive Plan. Each RSU represents the
- (2) right to receive, without the payment of any consideration, one share of Allstate common stock (on the conversion date), which is January 4, 2021.

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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