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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 13F

FORM 13F COVER PAGE

OMB APPROVAL

OMB Number: 3235-0006  
Expires: Oct 31, 2018  
Estimated average burden hours per response: 23.8

Report for the Calendar Year or Quarter Ended: 12-31-2016

Check here if Amendment  Amendment Number:  
This Amendment (Check only one.):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: ALLSTATE CORP  
Address: 2775 SANDERS ROAD  
NORTHBROOK, IL 60062-7127

Form 13F File Number: 028-14491

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: TOM MCDONNELL  
Title: VICE PRESIDENT OF INVESTMENT FINANCE  
Phone: 847-402-8519

Signature, Place, and Date of Signing:

/s/ TOM MCDONNELL NORTHBROOK, IL 02-14-2017  
[Signature] [City, State] [Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)  
 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)  
 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

[If there are no entries in this list, omit this section.]

Form 13F File Number	Name
028-04295	BLACKROCK ADVISORS LLC
028-04003	ARIEL INVESTMENTS, LLC

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 2  
Form 13F Information Table Entry Total: 203  
Form 13F Information Table Value Total: 1,672,464  
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
11	028-04302	ALLSTATE INVESTMENT MANAGEMENT CO
12	028-10298	ALLSTATE INVESTMENTS LLC

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
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FORM 13F

FORM 13F INFORMATION TABLE

OMB APPROVAL	
OMB Number:	3235-0006
Expires:	Oct 31, 2018
Estimated average burden hours per response:	23.8

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8			
			VALUE	SHRS OR	SH/ PUT/ INVESTMENT	OTHER	VOTING AUTHORITY			
NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION	MANAGER	SOLE SHARED NONE			
3M CO	COMMON	88579Y101	9,758	54,644	SH	SOLE	12	54,644	0	0
ABBVIE INC	COMMON	00287Y109	6,844	109,302	SH	SOLE	12	109,302	0	0
ACCENTURE PLC IRELAND	COMMON FOREIGN	G1151C101	7,492	63,966	SH	SOLE	12	63,966	0	0
AIR PRODS & CHEMS INC	COMMON	009158106	2,022	14,056	SH	SOLE	12	14,056	0	0
ALEXION PHARMACEUTICALS INC	COMMON	015351109	5,037	41,170	SH	SOLE	12	41,170	0	0
ALLIANCE DATA SYSTEMS CORP	COMMON	018581108	3,282	14,362	SH	SOLE	12	14,362	0	0
ALPHABET INC	COMMON	02079K107	4,956	6,421	SH	SOLE	12	6,421	0	0
ALPHABET INC	COMMON	02079K305	10,258	12,945	SH	SOLE	12	12,945	0	0
ALTRIA GROUP INC	COMMON	02209S103	5,344	79,034	SH	SOLE	12	79,034	0	0
AMAZON COM INC	COMMON	023135106	11,427	15,238	SH	SOLE	12	15,238	0	0
AMEREN CORP	COMMON	023608102	2,153	41,045	SH	SOLE	12	41,045	0	0
AMERICAN INTL GROUP INC	COMMON	026874784	11,349	173,778	SH	SOLE	12	173,778	0	0
AMERIPRISE FINL INC	COMMON	03076C106	7,635	68,822	SH	SOLE	12	68,822	0	0
AMERISOURCEBERGEN CORP	COMMON	03073E105	3,333	42,629	SH	SOLE	12	42,629	0	0
AMGEN INC	COMMON	031162100	10,502	71,830	SH	SOLE	12	71,830	0	0
AMPHENOL CORP NEW	COMMON	032095101	2,346	34,906	SH	SOLE	12	34,906	0	0
ANTERO RES CORP	COMMON	03674X106	3,223	136,296	SH	SOLE	12	136,296	0	0
ANTHEM INC	COMMON	036752103	3,861	26,857	SH	SOLE	12	26,857	0	0
AON PLC	COMMON FOREIGN	G0408V102	2,112	18,934	SH	SOLE	12	18,934	0	0
APPLIED MATLS INC	COMMON	038222105	8,130	251,937	SH	SOLE	12	251,937	0	0
ARMSTRONG WORLD INDS INC NEW	COMMON	04247X102	2,765	66,146	SH	SOLE	12	66,146	0	0
AT&T INC	COMMON	00206R102	4,695	110,386	SH	SOLE	12	110,386	0	0
AUTOMATIC DATA PROCESSING IN	COMMON	053015103	6,134	59,684	SH	SOLE	12	59,684	0	0
AUTOZONE INC	COMMON	053332102	10,755	13,617	SH	SOLE	12	13,617	0	0
AVALONBAY CMNTYS INC	COMMON	053484101	1,973	11,139	SH	SOLE	12	11,139	0	0
AVERY DENNISON CORP	COMMON	053611109	6,787	96,649	SH	SOLE	12	96,649	0	0
BANK AMER CORP	COMMON	060505104	30,750	1,391,420	SH	SOLE	12	1,391,420	0	0
BARD C R INC	COMMON	067383109	2,121	9,440	SH	SOLE	12	9,440	0	0
BAXTER INTL INC	COMMON	071813109	1,932	43,579	SH	SOLE	12	43,579	0	0
BECTON DICKINSON & CO	COMMON	075887109	1,995	12,051	SH	SOLE	12	12,051	0	0

BEMIS INC	COMMON	081437105	1,954	40,868	SH	SOLE	12	40,868	0	0
BIOGEN INC	COMMON	09062X103	4,902	17,285	SH	SOLE	12	17,285	0	0
BIOMARIN PHARMACEUTICAL INC	COMMON	09061G101	3,268	39,446	SH	SOLE	12	39,446	0	0
BOEING CO	COMMON	097023105	7,360	47,275	SH	SOLE	12	47,275	0	0
BROWN FORMAN CORP	COMMON	115637209	5,807	129,268	SH	SOLE	12	129,268	0	0
CA INC	COMMON	12673P105	1,961	61,732	SH	SOLE	12	61,732	0	0
CALPINE CORP	COMMON	131347304	3,921	343,030	SH	SOLE	12	343,030	0	0
CAPITAL ONE FINL CORP	COMMON	14040H105	16,513	189,286	SH	SOLE	12	189,286	0	0
CBRE GROUP INC	COMMON	12504L109	7,826	248,534	SH	SOLE	12	248,534	0	0
CBS CORP NEW	COMMON	124857202	6,271	98,567	SH	SOLE	12	98,567	0	0
CELGENE CORP	COMMON	151020104	4,291	37,069	SH	SOLE	12	37,069	0	0
CHUBB LIMITED	COMMON FOREIGN	H1467J104	2,174	16,452	SH	SOLE	12	16,452	0	0
CHURCH & DWIGHT INC	COMMON	171340102	2,097	47,451	SH	SOLE	12	47,451	0	0
CIGNA CORPORATION	COMMON	125509109	3,651	27,368	SH	SOLE	12	27,368	0	0
CINTAS CORP	COMMON	172908105	8,180	70,786	SH	SOLE	12	70,786	0	0
CISCO SYS INC	COMMON	17275R102	9,402	311,107	SH	SOLE	12	311,107	0	0
CIT GROUP INC	COMMON	125581801	18,012	422,032	SH	SOLE	12	422,032	0	0
CITIGROUP INC	COMMON	172967424	24,560	413,266	SH	SOLE	12	413,266	0	0
CME GROUP INC	COMMON	12572Q105	2,782	24,114	SH	SOLE	12	24,114	0	0
COCA COLA EUROPEAN PARTNERS	COMMON FOREIGN	G25839104	3,878	123,517	SH	SOLE	12	123,517	0	0
COGNIZANT TECHNOLOGY SOLUTIO	COMMON	192446102	7,417	132,382	SH	SOLE	12	132,382	0	0
COLGATE PALMOLIVE CO	COMMON	194162103	3,966	60,599	SH	SOLE	12	60,599	0	0
COMCAST CORP NEW	COMMON	20030N101	7,302	105,745	SH	SOLE	12	105,745	0	0
CONCHO RES INC	COMMON	20605P101	2,581	19,463	SH	SOLE	12	19,463	0	0
CONSTELLATION BRANDS INC	COMMON	21036P108	12,522	81,676	SH	SOLE	12	81,676	0	0
CORNING INC	COMMON	219350105	6,922	285,191	SH	SOLE	12	285,191	0	0
COSTCO WHSL CORP NEW	COMMON	22160K105	2,189	13,669	SH	SOLE	12	13,669	0	0
CSX CORP	COMMON	126408103	2,488	69,257	SH	SOLE	12	69,257	0	0
CVS HEALTH CORP	COMMON	126650100	2,975	37,707	SH	SOLE	12	37,707	0	0
D R HORTON INC	COMMON	23331A109	2,863	104,761	SH	SOLE	12	104,761	0	0
DEERE & CO	COMMON	244199105	7,283	70,677	SH	SOLE	12	70,677	0	0
DELPHI AUTOMOTIVE PLC	COMMON	G27823106	3,629	53,889	SH	SOLE	12	53,889	0	0
DELTA AIR LINES INC DEL	COMMON	247361702	11,649	236,810	SH	SOLE	12	236,810	0	0
DIAMONDBACK ENERGY INC	COMMON	25278X109	318	3,149	SH	SOLE	12	3,149	0	0
DISCOVER FINL SVCS	COMMON	254709108	8,587	119,115	SH	SOLE	12	119,115	0	0
DISNEY WALT CO	COMMON	254687106	3,768	36,153	SH	SOLE	12	36,153	0	0
DOMINION RES INC VA NEW	COMMON	25746U109	3,125	40,807	SH	SOLE	12	40,807	0	0
DR PEPPER SNAPPLE GROUP INC	COMMON	26138E109	1,771	19,530	SH	SOLE	12	19,530	0	0
DUKE ENERGY CORP NEW	COMMON	26441C204	2,224	28,656	SH	SOLE	12	28,656	0	0
EBAY INC	COMMON	278642103	12,030	405,180	SH	SOLE	12	405,180	0	0
ECOLAB INC	COMMON	278865100	2,051	17,498	SH	SOLE	12	17,498	0	0
ENABLE MIDSTREAM PARTNERS LP	COMMON	292480100	179	11,398	SH	SOLE	12	11,398	0	0

ENTERPRISE PRODS PARTNERS L	COMMON	293792107	327	12,109	SH	SOLE	12	12,109	0	0
EOG RES INC	COMMON	26875P101	2,705	26,760	SH	SOLE	12	26,760	0	0
F5 NETWORKS INC	COMMON	315616102	7,863	54,331	SH	SOLE	12	54,331	0	0
FACEBOOK INC	COMMON	30303M102	3,531	30,689	SH	SOLE	12	30,689	0	0
FIDELITY NATL INFORMATION SV	COMMON	31620M106	3,392	44,843	SH	SOLE	12	44,843	0	0
FIFTH THIRD BANCORP	COMMON	316773100	8,634	320,115	SH	SOLE	12	320,115	0	0
FISERV INC	COMMON	337738108	3,412	32,102	SH	SOLE	12	32,102	0	0
FLEETCOR TECHNOLOGIES INC	COMMON	339041105	3,317	23,439	SH	SOLE	12	23,439	0	0
FOOT LOCKER INC	COMMON	344849104	4,388	61,904	SH	SOLE	12	61,904	0	0
FORTIVE CORP	COMMON	34959J108	7,026	131,003	SH	SOLE	12	131,003	0	0
FORTUNE BRANDS HOME & SEC IN	COMMON	34964C106	4,628	86,575	SH	SOLE	12	86,575	0	0
GALLAGHER ARTHUR J & CO	COMMON	363576109	2,327	44,776	SH	SOLE	12	44,776	0	0
GENERAL DYNAMICS CORP	COMMON	369550108	14,973	86,721	SH	SOLE	12	86,721	0	0
GENERAL ELECTRIC CO	COMMON	369604103	9,981	315,852	SH	SOLE	12	315,852	0	0
GENERAL MLS INC	COMMON	370334104	6,430	104,089	SH	SOLE	12	104,089	0	0
GILEAD SCIENCES INC	COMMON	375558103	5,474	76,442	SH	SOLE	12	76,442	0	0
GOLDMAN SACHS GROUP INC	COMMON	38141G104	10,028	41,881	SH	SOLE	12	41,881	0	0
GREAT AJAX CORP	COMMON	38983D300	7,774	585,824	SH	SOLE	12	585,824	0	0
HAIN CELESTIAL GROUP INC	COMMON	405217100	12,128	310,729	SH	SOLE	12	310,729	0	0
HARTFORD FINL SVCS GROUP INC	COMMON	416515104	6,812	142,968	SH	SOLE	12	142,968	0	0
HCA HOLDINGS INC	COMMON	40412C101	7,358	99,403	SH	SOLE	12	99,403	0	0
HOLOGIC INC	COMMON	436440101	3,930	97,960	SH	SOLE	12	97,960	0	0
HOME DEPOT INC	COMMON	437076102	17,034	127,046	SH	SOLE	12	127,046	0	0
HONEYWELL INTL INC	COMMON	438516106	5,566	48,044	SH	SOLE	12	48,044	0	0
HUNT J B TRANS SVCS INC	COMMON	445658107	2,485	25,596	SH	SOLE	12	25,596	0	0
HUNTINGTON BANCSHARES INC	COMMON	446150104	5,352	404,805	SH	SOLE	12	404,805	0	0
ILLINOIS TOOL WKS INC	COMMON	452308109	9,520	77,738	SH	SOLE	12	77,738	0	0
INTERNATIONAL BUSINESS MACHS	COMMON	459200101	2,142	12,902	SH	SOLE	12	12,902	0	0
ISHARES TR	COMMON	984332106	5,929	153,311	SH	SOLE	12	153,311	0	0
ISHARES TR	COMMON	464287200	11,250	50,000	SH	SOLE	12	50,000	0	0
ISHARES TR	COMMON	46432F339	22,745	329,165	SH	SOLE	12	329,165	0	0
ISHARES TR	COMMON	46432F842	29,864	556,859	SH	SOLE	12	556,859	0	0
ISHARES TR	COMMON	464287168	30,822	348,000	SH	SOLE	12	348,000	0	0
ISHARES TR	COMMON	464288638	28,411	262,600	SH	SOLE	11	262,600	0	0
ISHARES TR	COMMON	464288638	3,462	32,000	SH	SOLE	12	32,000	0	0
ISHARES TR	COMMON	46429B697	32,106	710,000	SH	SOLE	12	710,000	0	0
ISHARES TR	COMMON	464287655	39,241	291,000	SH	SOLE	12	291,000	0	0
ISHARES TR	COMMON	464287150	42,571	830,000	SH	SOLE	12	830,000	0	0
ISHARES TR	COMMON	464288513	54,959	635,000	SH	SOLE	12	635,000	0	0
ISHARES TR	COMMON	464287242	145,542	1,242,035	SH	SOLE	12	1,242,035	0	0
JAZZ PHARMACEUTICALS PLC	COMMON	G50871105	4,699	43,101	SH	SOLE	12	43,101	0	0
JOHNSON & JOHNSON	COMMON	478160104	3,931	34,123	SH	SOLE	12	34,123	0	0
JONES LANG LASALLE INC	COMMON	48020Q107	3,770	37,312	SH	SOLE	12	37,312	0	0

JPMORGAN CHASE & CO	COMMON	46625H100	27,265	315,972	SH	SOLE	12	315,972	0	0
JUNIPER NETWORKS INC	COMMON	48203R104	12,513	442,784	SH	SOLE	12	442,784	0	0
KIMBERLY CLARK CORP	COMMON	494368103	3,977	34,849	SH	SOLE	12	34,849	0	0
KROGER CO	COMMON	501044101	3,070	88,952	SH	SOLE	12	88,952	0	0
L-3 COMMUNICATIONS HLDGS INC	COMMON	502424104	7,703	50,638	SH	SOLE	12	50,638	0	0
LEGGETT & PLATT INC	COMMON	524660107	1,927	39,422	SH	SOLE	12	39,422	0	0
LOCKHEED MARTIN CORP	COMMON	539830109	10,330	41,330	SH	SOLE	12	41,330	0	0
LYONDELLBASELL INDUSTRIES N	COMMON	N53745100	11,645	135,757	SH	SOLE	12	135,757	0	0
M & T BK CORP	COMMON	55261F104	3,021	19,312	SH	SOLE	12	19,312	0	0
MARRIOTT INTL INC NEW	COMMON	571903202	8,265	99,960	SH	SOLE	12	99,960	0	0
MARSH & MCLENNAN COS INC	COMMON	571748102	2,107	31,174	SH	SOLE	12	31,174	0	0
MASCO CORP	COMMON	574599106	4,837	152,988	SH	SOLE	12	152,988	0	0
MASTERCARD INCORPORATED	COMMON	57636Q104	6,294	60,955	SH	SOLE	12	60,955	0	0
MCDONALDS CORP	COMMON	580135101	7,409	60,868	SH	SOLE	12	60,868	0	0
MEDEQUITIES RLTY TR INC	COMMON	58409L306	11,100	1,000,000	SH	SOLE	12	1,000,000	0	0
MEDNAX INC	COMMON	58502B106	3,038	45,574	SH	SOLE	12	45,574	0	0
MEDTRONIC PLC	COMMON FOREIGN	G5960L103	1,713	24,045	SH	SOLE	12	24,045	0	0
MERCK & CO INC	COMMON	58933Y105	7,426	126,134	SH	SOLE	12	126,134	0	0
METLIFE INC	COMMON	59156R108	4,897	90,872	SH	SOLE	12	90,872	0	0
MGM RESORTS INTERNATIONAL	COMMON	552953101	6,801	235,901	SH	SOLE	12	235,901	0	0
MICHAEL KORS HLDGS LTD	COMMON FOREIGN	G60754101	6,151	143,102	SH	SOLE	12	143,102	0	0
MICROSOFT CORP	COMMON	594918104	12,071	194,259	SH	SOLE	12	194,259	0	0
MOHAWK INDS INC	COMMON	608190104	4,180	20,933	SH	SOLE	12	20,933	0	0
MONSANTO CO NEW	COMMON	61166W101	23,077	219,341	SH	SOLE	12	219,341	0	0
MORGAN STANLEY	COMMON	617446448	10,463	247,652	SH	SOLE	12	247,652	0	0
NATIONAL OILWELL VARCO INC	COMMON	637071101	7,408	197,850	SH	SOLE	12	197,850	0	0
NETFLIX INC	COMMON	64110L106	6,958	56,206	SH	SOLE	12	56,206	0	0
NEWS CORP NEW	COMMON	65249B109	3,911	341,276	SH	SOLE	12	341,276	0	0
NORTHROP GRUMMAN CORP	COMMON	666807102	12,203	52,466	SH	SOLE	12	52,466	0	0
OASIS PETE INC NEW	COMMON	674215108	164	10,823	SH	SOLE	12	10,823	0	0
OMNICOM GROUP INC	COMMON	681919106	2,150	25,262	SH	SOLE	12	25,262	0	0
ORACLE CORP	COMMON	68389X105	9,331	242,691	SH	SOLE	12	242,691	0	0
PACCAR INC	COMMON	693718108	4,378	68,521	SH	SOLE	12	68,521	0	0
PANERA BREAD CO	COMMON	69840W108	6,978	34,022	SH	SOLE	12	34,022	0	0
PAYCHEX INC	COMMON	704326107	3,409	55,992	SH	SOLE	12	55,992	0	0
PFIZER INC	COMMON	717081103	10,443	321,529	SH	SOLE	12	321,529	0	0
PINNACLE FOODS INC DEL	COMMON	72348P104	3,558	66,567	SH	SOLE	12	66,567	0	0
PINNACLE WEST CAP CORP	COMMON	723484101	2,111	27,052	SH	SOLE	12	27,052	0	0
PIONEER NAT RES CO	COMMON	723787107	5,381	29,885	SH	SOLE	12	29,885	0	0
PLAINS GP HLDGS L P	COMMON	72651A207	320	9,234	SH	SOLE	12	9,234	0	0
PNC FINL SVCS GROUP INC	COMMON	693475105	4,784	40,903	SH	SOLE	12	40,903	0	0
PRAXAIR INC	COMMON	74005P104	2,098	17,900	SH	SOLE	12	17,900	0	0

QUALCOMM INC	COMMON	747525103	5,755	88,270	SH	SOLE	12	88,270	0	0
QUEST DIAGNOSTICS INC	COMMON	74834L100	3,325	36,178	SH	SOLE	12	36,178	0	0
RAYTHEON CO	COMMON	755111507	2,100	14,790	SH	SOLE	12	14,790	0	0
REGENERON PHARMACEUTICALS	COMMON	75886F107	7,342	20,000	SH	SOLE	12	20,000	0	0
REPUBLIC SVCS INC	COMMON	760759100	2,590	45,397	SH	SOLE	12	45,397	0	0
RITE AID CORP	COMMON	767754104	37,125	4,505,518	SH	SOLE	12	4,505,518	0	0
SABRE CORP	COMMON	78573M104	4,327	173,426	SH	SOLE	12	173,426	0	0
SALESFORCE COM INC	COMMON	79466L302	3,023	44,158	SH	SOLE	12	44,158	0	0
SCHWAB CHARLES CORP NEW	COMMON	808513105	2,938	74,427	SH	SOLE	12	74,427	0	0
SEALED AIR CORP NEW	COMMON	81211K100	10,148	223,818	SH	SOLE	12	223,818	0	0
SEMPRA ENERGY	COMMON	816851109	3,892	38,670	SH	SOLE	12	38,670	0	0
SIGNET JEWELERS LIMITED	COMMON	G81276100	4,798	50,905	SH	SOLE	12	50,905	0	0
SNAP ON INC	COMMON	833034101	2,309	13,479	SH	SOLE	12	13,479	0	0
SPDR S&P 500 ETF TR	COMMON	037833100	16,350	141,169	SH	SOLE	12	141,169	0	0
SPDR S&P 500 ETF TR	COMMON	78462F103	22,336	99,924	SH	SOLE	11	99,924	0	0
STANLEY BLACK & DECKER INC	COMMON	854502101	1,942	16,931	SH	SOLE	12	16,931	0	0
STARBUCKS CORP	COMMON	855244109	8,768	157,927	SH	SOLE	12	157,927	0	0
STRYKER CORP	COMMON	863667101	2,182	18,209	SH	SOLE	12	18,209	0	0
SUNOCO LOGISTICS PRTNRS L P	COMMON	86764L108	321	13,364	SH	SOLE	12	13,364	0	0
TESORO CORP	COMMON	881609101	7,351	84,055	SH	SOLE	12	84,055	0	0
TEXAS INSTRS INC	COMMON	882508104	9,909	135,802	SH	SOLE	12	135,802	0	0
THERMO FISHER SCIENTIFIC INC	COMMON	883556102	1,944	13,775	SH	SOLE	12	13,775	0	0
TJX COS INC NEW	COMMON	872540109	2,932	39,026	SH	SOLE	12	39,026	0	0
TRAVELERS COMPANIES INC	COMMON	89417E109	10,421	85,129	SH	SOLE	12	85,129	0	0
UNITED PARCEL SERVICE INC	COMMON	911312106	2,200	19,189	SH	SOLE	12	19,189	0	0
UNITED RENTALS INC	COMMON	911363109	2,480	23,488	SH	SOLE	12	23,488	0	0
UNITED TECHNOLOGIES CORP	COMMON	913017109	10,002	91,242	SH	SOLE	12	91,242	0	0
UNITEDHEALTH GROUP INC	COMMON	91324P102	5,608	35,040	SH	SOLE	12	35,040	0	0
VALERO ENERGY CORP NEW	COMMON	91913Y100	5,145	75,307	SH	SOLE	12	75,307	0	0
VALVOLINE INC	COMMON	92047W101	6,149	286,000	SH	SOLE	12	286,000	0	0
VERIZON COMMUNICATIONS INC	COMMON	92343V104	5,956	111,582	SH	SOLE	12	111,582	0	0
VISA INC	COMMON	92826C839	12,256	157,089	SH	SOLE	12	157,089	0	0
VOYA FINL INC	COMMON	929089100	4,924	125,554	SH	SOLE	12	125,554	0	0
VULCAN MATLS CO	COMMON	929160109	2,691	21,505	SH	SOLE	12	21,505	0	0
WALGREENS BOOTS ALLIANCE INC	COMMON	931427108	12,853	155,303	SH	SOLE	12	155,303	0	0
WAL-MART STORES INC	COMMON	931142103	1,971	28,509	SH	SOLE	12	28,509	0	0
WASTE MGMT INC DEL	COMMON	94106L109	2,263	31,919	SH	SOLE	12	31,919	0	0
WELLS FARGO & CO NEW	COMMON	949746101	9,954	180,612	SH	SOLE	12	180,612	0	0
WESTERN DIGITAL CORP	COMMON	958102105	7,798	114,763	SH	SOLE	12	114,763	0	0
WHITEWAVE FOODS CO	COMMON	966244105	4,574	82,263	SH	SOLE	12	82,263	0	0
WHITING PETE CORP NEW	COMMON	966387102	166	13,770	SH	SOLE	12	13,770	0	0
WHOLE FOODS MKT	COMMON	966837106	6,758	219,702	SH	SOLE	12	219,702	0	0

INC										
WILLIAMS COS INC DEL	COMMON	969457100	17,034	547,021	SH	SOLE	12	547,021	0	0
WPX ENERGY INC	COMMON	98212B103	167	11,446	SH	SOLE	12	11,446	0	0
WYNDHAM WORLDWIDE CORP	COMMON	98310W108	7,638	100,019	SH	SOLE	12	100,019	0	0
XL GROUP LTD	COMMON FOREIGN	G98294104	7,429	199,371	SH	SOLE	12	199,371	0	0