

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Prindiville Mark Q</u>  (Last) (First) (Middle) C/O THE ALLSTATE CORPORATION 2775 SANDERS RD.  (Street) NORTHBROOK IL 60062  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/04/2020	3. Issuer Name and Ticker or Trading Symbol <u>ALLSTATE CORP [ ALL ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>EVP &amp; Chief Risk Officer - AIC</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	8,177	D	

**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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy)	02/12/2017	02/12/2023	Common Stock	5,511	45.61	D	
Employee Stock Option (Right to Buy)	02/18/2017	02/18/2024	Common Stock	4,016	52.18	D	
Employee Stock Option (Right to Buy)	02/18/2018	02/18/2025	Common Stock	6,935	70.71	D	
Employee Stock Option (Right to Buy)	02/11/2019	02/11/2026	Common Stock	7,383	62.32	D	
Employee Stock Option (Right to Buy)	09/06/2019	09/06/2026	Common Stock	1,550	69.31	D	
Employee Stock Option (Right to Buy)	02/09/2020	02/09/2027	Common Stock	9,662	78.35	D	
Employee Stock Option (Right to Buy)	(1)	02/22/2028	Common Stock	8,847	92.8	D	
Employee Stock Option (Right to Buy)	(2)	02/08/2029	Common Stock	10,109	92.46	D	
Employee Stock Option (Right to Buy)	(3)	10/03/2029	Common Stock	1,391	105.65	D	
Employee Stock Option (Right to Buy)	(4)	02/19/2030	Common Stock	5,260	124.26	D	

**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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	(5)	10/03/2022	Common Stock	210	0	D	
Restricted Stock Units	(6)	02/19/2023	Common Stock	1,162	0	D	

**Explanation of Responses:**

1. Stock option award granted on February 22, 2018, for 8,847 shares of common stock vesting in three equal increments. The first and second increments vested on February 22, 2019, and February 22, 2020. The remaining increment will vest on February 22, 2021.

2. Stock option award granted on February 8, 2019, for 10,109 shares of common stock vesting in three equal increments. The first increment vested on February 8, 2020. The remaining two increments will vest on February 8, 2021, and February 8, 2022.

3. Stock option award granted on October 3, 2019, for 1,391 shares of common stock vesting in three equal increments, with any fractional shares to be rounded as provided for in award agreement, on October 3, 2020, October 3, 2021, and October 3, 2022.

4. Stock option award granted on February 19, 2020, for 5,260 shares of common stock vesting in three equal increments, with any fractional shares to be rounded as provided for in award agreement, on February 19, 2021, February 19, 2022, and February 19, 2023.

5. Award of Restricted Stock Units (RSUs) granted on October 3, 2019, under The Allstate Corporation 2019 Equity Incentive Plan. Each RSU represents the right to receive, without the payment of any consideration, one share of Allstate common stock on the conversion date, which is October 3, 2022.

6. Award of Restricted Stock Units (RSUs) granted on February 19, 2020, under The Allstate Corporation 2019 Equity Incentive Plan. Each RSU represents the right to receive, without payment of any consideration, one share of Allstate common stock on the conversion date, with any fractional RSU to be rounded as provided for in award agreement. The RSUs will convert in three equal increments on February 19, 2021, February 19, 2022, and February 19, 2023.

/s/ Efie Vainikos, attorney-  
in-fact for Mr. Prindiville      05/14/2020

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

POWER OF ATTORNEY

KNOW BY ALL THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Daniel G. Gordon, Sherie Lecaj, Iman Naim, and Efie Vainikos, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of The Allstate Corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of April, 2020.

\_\_\_/s/ Mark Q. Prindiville\_\_\_\_\_

\_\_\_Mark Q. Prindiville\_\_\_\_\_

