

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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* <b>BAILEY DONALD</b>  (Last) (First) (Middle) <b>C/O THE ALLSTATE CORPORATION</b> <b>2775 SANDERS ROAD</b>  (Street) <b>NORTHBROOK IL 60062</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ALLSTATE CORP [ ALL ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Pres Emerging Businesses (AIC)</b>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2013</b>	
	4. 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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	11/14/2013		M4	41,279	A	\$32.23	8,170	D	
Common Stock	11/14/2013		S4	41,279	D	\$54.3479	8,170	D	
Common Stock	11/14/2013		M4	43,254	A	\$31.74	8,170	D	
Common Stock	11/14/2013		S4	43,254	D	\$54.3001	8,170	D	
Common Stock							419 <sup>(1)</sup>	I	By 401(k) Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						
Employee Stock Option (Right to Buy)	\$32.23	11/14/2013		4M		41,279	(2)	01/03/2021	Common Stock	41,279	\$0	41,280	D	
Employee Stock Option (Right to Buy)	\$31.74	11/14/2013		4M		43,254	(3)	02/22/2021	Common Stock	43,254	\$0	43,254	D	

**Explanation of Responses:**

- Reflects acquisition of 6 shares of The Allstate Corporation common stock since February 13, 2013 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated November 14, 2013.
- Stock option award granted to reporting person on January 3, 2011.
- Stock option award granted to reporting person on February 22, 2011.

**Remarks:**

No longer subject to Section 16 reporting for The Allstate Corporation effective as of November 15, 2013.

/s/ Donald J. Bailey

02/12/2014

\*\* 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 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).

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.