SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*

 Gupta Suren

 (Last) (First) (Middle)

 C/O THE ALLSTATE CORPORATION
 2775 SANDERS ROAD

 (Street)

 NORTHBROOK IL 60062-6127

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 ALLSTATE CORP [ALL]

 3. Date of Earliest Transaction (Month/Day/Year)
 12/13/2016

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 Director ___ 10% Owner
 Officer (give title below) X Other (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 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	(A) or (D)	Price			
Common Stock	12/13/2016		M		46,297	A	$33.88	90,569[1]	D	
Common Stock	12/13/2016		S		46,297	D	$72.69[2]	44,272	D	
Common Stock								635[3]	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	$33.88	12/13/2016		M			46,297	05/02/2015	05/02/2021	Common Stock	46,297	$0	0	D	

Explanation of Responses:

1. The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1(c) trading plan that became effective on December 9, 2016.

2. Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from $72.54 to $73.08. The reporting person provided the issuer, and will provide any security holder of The Allstate Corporation or member of the SEC staff, full information regarding the number of shares sold at each separate price upon request.

3. Reflects acquisition of 11 shares of The Allstate Corporation common stock since February 4, 2016 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated December 13, 2016.

/s/ Efie Vainikos, attorney-in-fact for Suren Gupta   12/15/2016

** 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.