

**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).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Gupta Suren</u> _____ (Last) (First) (Middle) <u>C/O THE ALLSTATE CORPORATION</u> <u>2775 SANDERS ROAD</u> _____ (Street) <u>NORTHBROOK IL</u> <u>60062-6127</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALLSTATE CORP [ ALL ]</u>	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) <u>EVP Allstate Insurance Company</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/07/2013</u>	
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 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	11/07/2013		M		9,212	A	\$33.88	14,496	D	
Common Stock	11/07/2013		S		9,212	D	\$53.651 <sup>(1)</sup>	5,284	D	
Common Stock	11/08/2013		M		28,288	A	\$33.88	33,572	D	
Common Stock	11/08/2013		S		28,288	D	\$53.65	5,284	D	
Common Stock	11/08/2013		M		8,796	A	\$33.88	14,080	D	
Common Stock								160	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
Employee Stock Option (Right to Buy)	\$33.88	11/07/2013		M			9,212	(2)	05/02/2021	Common Stock	9,212	\$0	83,381	D	
Employee Stock Option (Right to Buy)	\$33.88	11/08/2013		M			28,288	(2)	05/02/2021	Common Stock	28,288	\$0	55,093	D	
Employee Stock Option (Right to Buy)	\$33.88	11/08/2013		M			8,796	(2)	05/02/2021	Common Stock	8,796	\$0	46,297	D	

**Explanation of Responses:**

- Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$53.65 to \$53.66. 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.
- Stock Option exercisable in three increments with remaining increments to vest 25% on May 2, 2014 and 25% to vest on May 2, 2015.

**Remarks:**

Transactions reported on this Form reflect the execution of an "exercise and sell to cover" transaction.

/s/ Suren Gupta

11/12/2013

\*\* 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.

