

WILSON THOMAS J
Form 4
February 13, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON THOMAS J

2. Issuer Name and Ticker or Trading Symbol
ALLSTATE CORP [ALL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

C/O THE ALLSTATE CORPORATION, 2775 SANDERS ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NORTHBROOK, IL 60062-6127

(City) (State) (Zip)

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)
Common Stock	02/11/2019		A	V Amount (1) 139,940	(A) or (D) Price A \$ 0 152,685.414 (2) (3)	D	
Common Stock	02/11/2019		F	(4) 60,377	D \$ 92.46 92,308.414	D	
Common Stock					336,301 (2)	I	By 2018 GRAT
Common Stock					257,535	I	Remainder GRAT
Common Stock					6,463 (5)	I	By 401(k) Plan

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON THOMAS J C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD NORTHBROOK, IL 60062-6127	X		Chairman, President & CEO	

Signatures

/s/ Thomas J. Wilson 02/12/2019

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Shares acquired upon conversion of 2016 performance stock award, pursuant to The Allstate Corporation 2013 Equity Incentive Plan.
- (2) Reflects reporting person's contribution of 336,301 shares on August 28, 2018 to the Thomas J. Wilson 2018 GRAT Trust.
- (3) Balance also reflects 29,819 shares acquired during the period of July 6, 2018 through January 4, 2019 through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.
- (4) Shares withheld to satisfy tax withholding obligations incident to the conversion of performance stock award.

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- (5) Reflects acquisition of 197 shares of The Allstate Corporation common stock since July 9, 2018 under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated February 8, 2019.

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

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