Greffin Judith P Form 4 December 11, 2012

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Greffin Judith P

2. Issuer Name and Ticker or Trading Symbol

ALLSTATE CORP [ALL]

(Month/Day/Year)

C/O THE ALLSTATE

(Middle)

3. Date of Earliest Transaction

12/07/2012

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director below)

10% Owner Officer (give title \_\_X\_ Other (specify

**OMB APPROVAL** 

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January 31,

2005

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below)

EVP & CIO Allstate Ins. Co.

CORPORATION, 2775 SANDERS **ROAD** 

(Street)

(First)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NORTHBROOK, IL 60062-6127

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	12/07/2012		M	1,346	A	\$ 31.78	25,048.581	D	
Common Stock	12/07/2012		S	1,346	D	\$ 41.462 (1)	23,702.581	D	
Common Stock	12/07/2012		M	3,614	A	\$ 31.22	27,316.581	D	
Common Stock	12/07/2012		S	3,614	D	\$ 41.462 (2)	23,711.802 (3)	D	

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Common Stock 3,226  $\frac{(4)}{2}$  I By 401(k) Plan

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

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SEC 1474

(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. Transactic Code (Instr. 8)	5. Number out 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 31.78	12/07/2012		M		1,346	02/07/2007	02/07/2013	Common Stock	1,346
Employee Stock Option (Right to Buy)	\$ 31.22	12/07/2012		M		3,614	03/11/2007	03/11/2013	Common Stock	3,614

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Greffin Judith P

C/O THE ALLSTATE CORPORATION 2775 SANDERS ROAD

NORTHBROOK, IL 60062-6127

EVP & CIO Allstate Ins. Co.

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### **Signatures**

/s/ Lisette Willemsen, attorney-in-fact for Ms. Greffin

12/11/2012

\*\*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).
- Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$41.461 to

  (1) \$41.463. 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.
- Reflects weighted average sale price for open-market sales transaction reported herein. Actual sale prices ranged from \$41.461 to

  (2) \$41.462. 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) Form also reflects 9.221 shares acquired during period of July 7, 2012 through October 4, 2012 through the Shareowner Service Plus Plan, which reinvests dividends paid on The Allstate Corporation common shares.
- (4) Reflects acquisition of 32 shares of The Allstate Corporation common stock since August 13, 2012 under the Allstate 401 (k) Savings Plan, pursuant to the most recent plan statement, dated December 10, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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