| SEC Form | 4 |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

| OMB Number: 3235-028 | | | | | | | | |
|--------------------------|-------|--|--|--|--|--|--|--|
| Estimated average burden | | | | | | | | |
| hours per response | : 0.5 | | | | | | | |

| | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). |
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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* Rizzo Mario | | | 2. Issuer Name and Ticker or Trading Symbol <u>ALLSTATE CORP</u> [ALL] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | |
|--|--|--|--|---|--|--|--|--|--|--|--|
| (Last) C/O THE | (First) (Middle) IE ALLSTATE CORPORATION | | 3. Date of Earliest Transaction (Month/Day/Year) 02/22/2021 | Director 10% Owner X Officer (give title other (specify below) EVP & Chief Financial Officer | | | | | | | |
| 2775 SANDERS ROAD (Street) NORTHBROOK IL 60062 (City) (State) (Zip) | | | 4. If Amendment, Date of 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 Person | | | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |

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) | Transaction Code (Instr. | | 4. Securities Disposed Of | | | 5. Amount of Securities Beneficially Owned Following | 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 | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 02/22/2021 | | Α | | 27,156 ⁽¹⁾ | Α | \$ <mark>0</mark> | 48,721 | D | |
| Common Stock | 02/22/2021 | | F | | 10,605(2) | D | \$103.45 | 38,116 | D | |
| Common Stock | | | | | | | | 1,486 ⁽³⁾ | Ι | 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. Transa Code (8) | | of Deriv Secu Acqu (A) of Dispo of (D) (Instr | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 7. Titl Amou Secur Under Deriv Secur 3 and | int of rities rlying ative rity (Instr. | 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 | | | | |

Explanation of Responses:

1. Shares acquired upon conversion of 2018 performance stock award, pursuant to The Allstate Corporation 2019 Equity Incentive Plan.

2. Shares withheld to satisfy tax withholding obligations incident to the conversion of performance stock award.

3. Reflects acquisition of 24 shares of The Allstate Corporation common stock since May 8, 2020, under the Allstate 401(k) Savings Plan, pursuant to the most recent plan statement, dated February 18, 2021

/s/ Efie Vainikos, attorney-in-

fact for Mr. Rizzo

** Signature of Reporting Person Date

02/24/2021

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.