LOEWS CORP Form 4 May 11, 2016

FORM 4

OMB APPROVAL

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

OMB 3235-0287

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

Number: January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

1(b).

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 * SCHWARTZ MARK S			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			LOEWS CORP [L]	(Check all applicable)			
(Last)	(First)	(Middle)	3 Date of Earliest Transaction	(enem un uppneum)			

(Check all applicable)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify 05/10/2016 below)

667 MADISON AVENUE

(Zip)

VP & Chief Accounting Officer 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

NEW YORK, NY 10065-8087

(City)

(Street)

(State)

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4) Reported (A)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	05/10/2016(2)		A		12,500		<u>(4)</u>	<u>(4)</u>	Common Stock	12,500	
Restricted Stock Units	<u>(1)</u>	05/10/2016(3)		A		20.76 (3)		<u>(4)</u>	<u>(4)</u>	Common Stock	20.76	

Reporting Owners

Reporting Owner Name / Address	Kelationships				
	Director	10% Owner	Officer	Other	

SCHWARTZ MARK S 667 MADISON AVENUE NEW YORK, NY 10065-8087

VP & Chief Accounting Officer

Ralationshin

Signatures

/s/ Kenneth J. Zinghini by power of attorney for Mark S. Schwartz

05/11/2016

**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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
- The RSUs were awarded to the Reporting Person on February 11, 2016, subject to approval of the Issuer's 2016 Incentive Compensation (2) Plan (the "Plan") by its shareholders. The Issuer's shareholders approved the Plan at the Issuer's annual meeting of shareholders on May
- (2) Plan (the "Plan") by its shareholders. The Issuer's shareholders approved the Plan at the Issuer's annual meeting of shareholders on May 10, 2016 (the "Annual Meeting").
- Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights awarded on March 14, 2016
 (3) associated with previously awarded RSUs, subject to approval of the Plan by the Issuer's shareholders at the Annual Meeting. The Issuer's shareholders approved the Plan at the Annual Meeting.
- (4) 50% of the RSUs vest on February 11, 2018 and 50% vest on February 11, 2019. Shares of the Issuer's common stock will be delivered to the Reporting Person within 30 days after vesting.

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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