

SCHWARTZ MARK S
Form 4
February 13, 2018

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 *
SCHWARTZ MARK S

2. Issuer Name and Ticker or Trading Symbol
LOEWS CORP [L]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
667 MADISON AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Chief Accounting Officer

NEW YORK, NY 10065-8087

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/11/2018 | | M | 6,320 | \$ 0 | D | |
| Common Stock | 02/11/2018 | | F | 2,196 | \$ 46.73 | D | |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (3) | 02/11/2018 | | M | 6,320 | (4) (4) | Common Stock | 6,320 |
| Restricted Stock Units | (3) | 02/12/2018 | | A | 9,402 | (5) (5) | Common Stock | 9,402 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHWARTZ MARK S 667 MADISON AVENUE NEW YORK, NY 10065-8087 | | | VP & Chief Accounting Officer | |

Signatures

/s/ Glenn P. Zarin by power of attorney for Mark S. Schwartz

02/13/2018

__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) Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On February 11, 2016, the Reporting Person was awarded 12,500 RSUs subject to approval of the Issuer's 2016 Incentive Compensation 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 and the RSUs were then reported on Table II of Form 4, which was filed with the Securities and Exchange Commission (the "SEC") in connection therewith. 141.74 additional RSUs were awarded to the Reporting Person on account of dividend equivalent rights associated with these RSUs in connection with the Issuer's payment of dividends on its common stock after the grant date for the underlying RSUs and were reported on Table II of Form 4s previously filed with the SEC (such additional RSUs, together with the underlying RSUs, the "2016 RSUs"). 50% of the 2016 RSUs vested on February 11, 2018.

(2) The Reporting Person is reporting the withholding, by the Issuer, of 2,196 shares of common stock that vested in respect of the 2016 RSUs on February 11, 2018 but were not issued in order to satisfy the Reporting Person's tax withholding obligations in connection with the delivery to the Reporting Person of the converted common stock in respect of the vested 2016 RSUs.

(3) Each RSU represents a contingent right to receive one share of the Issuer's common stock.

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(4) 50% of the 2016 RSUs vested on February 11, 2018. The common stock into which such vested RSUs converted is reported on Table I of this Form 4. The remaining unvested 2016 RSUs will vest on February 11, 2019. Shares of the Issuer's common stock will be delivered to the Reporting Person within 30 days after vesting, subject to any election to defer delivery of shares by the Reporting Person.

(5) The Reporting Person was awarded 9,402 RSUs on February 12, 2018 (the "2018 RSUs"). 50% of the 2018 RSUs vest on February 12, 2020 and 50% vest on February 12, 2021. Shares of the Issuer's common stock will be delivered to the Reporting Person within 30 days after vesting, subject to any election to defer delivery of shares by the Reporting Person.

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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