

BOWER JOSEPH L
 Form 4
 May 09, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BOWER JOSEPH L

 (Last) (First) (Middle)

C/O HARVARD BUSINESS SCHOOL, CUMNOCK HALL 300 - SOLDIERS FIELD STA.

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

3. Date of Earliest Transaction
 (Month/Day/Year)
05/08/2018

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

BOSTON, MA 02163

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/09/2018 | | M | | 2,141 | <u>A</u> (1) | \$ 0 |
| | | | | | 8,355 | 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)

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | (2) | 05/08/2018 | | A | 1,952 | (3) (3) | Common Stock | 1,952 |
| Restricted Stock Units | (2) | 05/09/2018 | | M | 2,141 | (4) (4) | Common Stock | 2,141 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BOWER JOSEPH L C/O HARVARD BUSINESS SCHOOL CUMNOCK HALL 300 - SOLDIERS FIELD STA. BOSTON, MA 02163 | X | | | |

Signatures

/s/ Glenn P. Zarin by power of attorney for Joseph L. Bower

05/09/2018

__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 into common stock upon vesting of previously awarded restricted stock units ("RSUs").

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

(3) The RSUs vest on May 8, 2019, and shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting, subject to any election to defer delivery of shares made by the Reporting Person.

(4) As previously reported on Table II of a Form 4 filed in connection therewith, on May 9, 2017, the Reporting Person was granted 2,131 RSUs, which, together with 10 additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with the such RSUs, vested on the first anniversary of the grant date. The common stock into which such vested RSUs converted is reported on Table I of this Form 4.

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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