

LOWES COMPANIES INC  
Form 4  
November 26, 2012

**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 \*  
**NIBLOCK ROBERT A**

2. Issuer Name and Ticker or Trading Symbol  
**LOWES COMPANIES INC [LOW]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1000 LOWE'S BOULEVARD**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/21/2012**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, President & CEO**

**MOORESVILLE, NC 28117**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 11/21/2012                           |  | M                              |   | 804,000   | A  | \$ 15.84 1,529,220.6                                  |
| Common Stock                    | 11/21/2012                           |  | S                              |   | 804,000   | D  | \$ 34.4134 725,220.6<br><u>(1)</u>                    |
| Common Stock                    | 11/21/2012                           |  | M                              |   | 558,000   | A  | \$ 23.97 1,283,220.6                                  |
| Common Stock                    | 11/21/2012                           |  | S                              |   | 558,000   | D  | \$ 34.5365 725,220.6<br><u>(2)</u>                    |
|                                 | 11/21/2012                           |  | M                              |   | 35,000  | A  | \$ 34.16 760,220.6                                    |

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|              |            |   |         |   |                      |            |   |  |                |
|--------------|------------|---|---------|---|----------------------|------------|---|--|----------------|
| Common Stock |            |   |         |   |                      |            |   |  |                |
| Common Stock | 11/21/2012 | S | 35,000  | D | \$ 34.668<br>(3)     | 725,220.6  | D |  |                |
| Common Stock | 11/23/2012 | M | 1,000   | A | \$ 34.16             | 726,220.6  | D |  |                |
| Common Stock | 11/23/2012 | S | 1,000   | D | \$<br>34.8491<br>(4) | 725,220.6  | D |  |                |
| Common Stock | 11/23/2012 | M | 174,000 | A | \$ 34.16             | 899,220.6  | D |  |                |
| Common Stock | 11/23/2012 | S | 174,000 | D | \$<br>34.8491<br>(4) | 725,220.6  | D |  |                |
| Common Stock |            |   |         |   |                      | 23,237.655 | I |  | by 401(k) Plan |
| Common Stock |            |   |         |   |                      | 10,659     | I |  | by Son-1       |
| Common Stock |            |   |         |   |                      | 10,659     | I |  | by Son-2       |
| Common Stock |            |   |         |   |                      | 93,882.798 | I |  | by Spouse      |

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

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(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. 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   |
| Non-Qualified Stock Option (right to buy)  | \$ 15.84   | 11/21/2012                           |  | M                              | 804,000   | (5)  | 03/01/2016      | Common Stock  |
|  | \$ 23.97   | 11/21/2012                           |  | M                              | 558,000   | (6)  | 03/01/2015      |   |

|   |          |            |   |         |     |            |              |              |  |
|---|----------|------------|---|---------|-----|------------|--------------|--------------|--|
| Non-Qualified Stock Option (right to buy) |          |            |   |         |     |            |              | Common Stock |  |
| Non-Qualified Stock Option (right to buy) | \$ 34.16 | 11/21/2012 | M | 35,000  | (7) | 03/01/2013 | Common Stock | 35           |  |
| Non-Qualified Stock Option (right to buy) | \$ 34.16 | 11/23/2012 | M | 1,000   | (7) | 03/01/2013 | Common Stock | 1            |  |
| Non-Qualified Stock Option (right to buy) | \$ 34.16 | 11/23/2012 | M | 174,000 | (7) | 03/01/2013 | Common Stock | 17           |  |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| NIBLOCK ROBERT A<br>1000 LOWE'S BOULEVARD<br>MOORESVILLE, NC 28117 | X             |           | Chairman, President & CEO |       |

## Signatures

By: /s/ Sandra Felton by power of attorney For: Robert A. Niblock 11/26/2012

\_\_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).
- (1) This transaction was executed in multiple trades at prices ranging from \$34.18 to \$34.66. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (2) This transaction was executed in multiple trades at prices ranging from \$34.48 to \$34.5950. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (3) This transaction was executed in multiple trades at prices ranging from \$34.66 to \$34.6850. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (4) This transaction was executed in multiple trades at prices ranging from \$34.70 to \$35.040. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (5) The option vests in three annual installments beginning on March 1, 2010.
  - (6) The option vests in three annual installments beginning on March 1, 2009.
  - (7) The option vests in three annual installments beginning on March 1, 2007.

### Remarks:

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The information provided for the shares held by the 401(k) Plan in this report is based on a plan statement dated as of October

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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