

SCHWARTZ MARK S

Form 4

June 13, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHWARTZ MARK S

(Last) (First) (Middle)

667 MADISON AVENUE

(Street)

NEW YORK, NY 10065-8087

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LOEWS CORP [L]

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

06/12/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP & Chief Accounting Officer

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

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)
				(A) or (D)			
				Code V Amount (D) Price			

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriva Securi
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr.)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	06/12/2018	A		7.9 <u>(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	7.9	\$
Restricted Stock Units	<u>(1)</u>	06/12/2018	A		12.2 <u>(4)</u>		<u>(5)</u>	<u>(5)</u>	Common Stock	12.2	\$
Restricted Stock Units	<u>(1)</u>	06/12/2018	A		11.8 <u>(6)</u>		<u>(7)</u>	<u>(7)</u>	Common Stock	11.8	\$

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

06/13/2018

**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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
- (2) Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with RSUs awarded on February 11, 2016 (the "2016 RSUs").

These RSUs vest, and shares of the Issuer's common stock will be delivered to the Reporting Person, concurrently with the 2016 RSUs, subject to any election to defer delivery of shares made by the Reporting Person with respect to the 2016 RSUs. 50% of the 2016 RSUs
- (3) vested on February 11, 2018 and the remaining 50% 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 the shares made by the Reporting Person.
- (4) Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with RSUs awarded on February 13, 2017 (the "2017 RSUs").

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(5) These RSUs vest, and shares of the Issuer's common stock will be delivered to the Reporting Person, concurrently with the 2017 RSUs, subject to any election to defer delivery of shares made by the Reporting Person with respect to the 2017 RSUs. 50% of the 2017 RSUs vest on February 13, 2019 and 50% will vest on February 13, 2020. 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 the shares made by the Reporting Person.

(6) Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with RSUs awarded on February 12, 2018 (the "2018 RSUs").

(7) These RSUs vest, and shares of the Issuer's common stock will be delivered to the Reporting Person, concurrently with the 2018 RSUs, subject to any election to defer delivery of shares made by the Reporting Person with respect to the 2018 RSUs. 50% of the 2018 RSUs vest on February 12, 2020 and 50% will 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 the shares made 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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