

SCHWARTZ MARK S
Form 4
February 13, 2019

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

(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)
02/11/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/11/2019 | | M | | 6,353 <u>A</u> (1) | \$ 0 | 10,481.8 D |
| Common Stock | 02/11/2019 | | F | | 2,211 <u>D</u> (2) | \$ 47.47 | 8,270.8 D |
| Common Stock | 02/13/2019 | | M | | 4,846 <u>A</u> (3) | \$ 0 | 13,117.8 D |
| Common Stock | 02/13/2019 | | F | | 1,701 <u>D</u> (4) | \$ 45.92 | 11,415.8 D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (5) | 02/11/2019 | | M | 6,353 | (1) (1) | Common Stock | 6,353 |
| Restricted Stock Units | (5) | 02/11/2019 | | A | 9,293 | (6) (6) | Common Stock | 9,293 |
| Restricted Stock Units | (5) | 02/13/2019 | | M | 4,846 | (3) (3) | Common Stock | 4,846 |

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/ Thomas H. Watson by power of attorney for Mark S. Schwartz

02/13/2019

**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 shareholder approval of the Issuer's 2016 Incentive Compensation Plan. Shareholders approved the Plan at the Issuer's annual meeting on May 10, 2016 and the RSUs were then reported on a Form 4 filed with the Securities

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and Exchange Commission (the "SEC"). 50% of these RSUs (along with additional RSUs awarded to the Reporting Person on account of dividend equivalent rights that were also previously reported on Form 4s filed with the SEC) vested on February 11, 2018. The remaining 2016 RSUs vested on February 11, 2019.

- The Reporting Person is reporting the withholding, by the Issuer, of 2,211 shares of common stock that vested in respect of the 2016 RSUs on February 11, 2019 but were not issued in order to satisfy the Reporting Person's tax withholding obligations in connection therewith.

- Represents the conversion upon vesting of RSUs into common stock. The Reporting Person was awarded 9,595 RSUs on February 13, 2017. 50% of these RSUs (along with additional RSUs awarded to the Reporting Person on account of dividend equivalent rights that were previously reported on Form 4s filed with the SEC) vested on February 13, 2019. The remaining 2017 RSUs 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 shares by the Reporting Person.

- The Reporting Person is reporting the withholding, by the Issuer, of 1,701 shares of common stock that vested in respect of the 2017 RSUs on February 13, 2019 but were not issued in order to satisfy the Reporting Person's tax withholding obligations in connection therewith.

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

- The Reporting Person was awarded 9,293 RSUs on February 11, 2019. 50% of these 2019 RSUs vest on February 11, 2021 and 50% vest on February 11, 2022. 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. 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.