

LOWES COMPANIES INC  
 Form 4  
 November 28, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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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 \*  
**CROOM MARSHALL A**

(Last) (First) (Middle)

1000 LOWE'S BOULEVARD

(Street)

MOORESVILLE, NC 28117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**LOWES COMPANIES INC [LOW]**

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

11/26/2012

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)

Chief Risk 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/26/2012		M	V	22,000 A \$ 34.16	D	
					(1)		
Common Stock	11/26/2012		S		\$ 34.8956 70,519.3342	D	
					(2)		
Common Stock	11/26/2012		M		\$ 32.21 84,519.3342	D	
Common Stock	11/26/2012		S		\$ 34.8177 70,519.3342	D	
					(3)		
	11/26/2012		M		\$ 15.84 83,186.3342	D	

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Common Stock									
Common Stock	11/26/2012	S	12,667	D	\$ 35.0489 (4)	70,519.3342	D		
Common Stock	11/26/2012	M	8,333	A	\$ 23.98	78,852.3342	D		
Common Stock	11/26/2012	S	8,333	D	\$ 35.093 (5)	70,519.3342	D		
Common Stock						7,368.698	I		by 401(k) Plan
Common Stock						839.902	I		by IRA

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 (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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 15.84	11/26/2012		M	12,667	(6) 03/01/2016	Common Stock	12,667
Non-Qualified Stock Option (right to buy)	\$ 23.98	11/26/2012		M	8,333	(7) 03/01/2017	Common Stock	8,333
Non-Qualified Stock Option (right to buy)	\$ 32.21	11/26/2012		M	14,000	(8) 03/01/2014	Common Stock	14,000
Non-Qualified Stock Option (right to buy)	\$ 34.16	11/26/2012		M	22,000	(9) 03/01/2013	Common Stock	22,000

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROOM MARSHALL A 1000 LOWE'S BOULEVARD MOORESVILLE, NC 28117			Chief Risk Officer	

# Signatures

By: /s/ Sandra Felton by power of attorney For: Marshall A. Croom 11/28/2012

\_\_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) Direct holdings include 467 shares acquired under the Lowe's Employee Stock Purchase Plan.  
This transaction was executed in multiple trades at prices ranging from \$34.84 to \$34.96. 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 \$34.805 to \$34.84. 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 \$34.96 to \$35.07. 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 \$35.09 to \$35.10. 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, 2011.
  - (7) The option vests in three annual installments beginning on March 1, 2008.
  - (8) The option vests in three annual installments beginning on March 1, 2007.
  - (9)

## Remarks:

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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