

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>EDELSON DAVID B</u> (Last) (First) (Middle) <u>667 MADISON AVENUE</u> (Street) <u>NEW YORK NY 10065-8087</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LOEWS CORP [L]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below) <u>Sr. Vice President & CFO</u></div>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/11/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	02/11/2019		M		10,165	A ⁽¹⁾	\$0	16,415.8	D	
Common Stock	02/11/2019		F		4,892	D ⁽²⁾	\$47.47	11,523.8	D	
Common Stock	02/13/2019		M		7,733	A ⁽³⁾	\$0	19,256.8	D	
Common Stock	02/13/2019		F		3,580	D ⁽⁴⁾	\$45.92	15,676.8	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(5)	02/11/2019		M			10,165	(1)	(1)	Common Stock	10,165	\$0	0	D	
Restricted Stock Units	(5)	02/11/2019		A		15,077		(6)	(6)	Common Stock	15,077	\$0	15,077	D	
Restricted Stock Units	(5)	02/13/2019		M			7,733	(3)	(3)	Common Stock	7,733	\$0	7,733	D	

Explanation of Responses:

1. Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On February 11, 2016, the Reporting Person was awarded 20,000 RSUs subject to: (a) shareholder approval of the Issuer's 2016 Incentive Compensation Plan, and (b) the Issuer achieving a pre-determined level of performance based income ("PBI Metric") for 2016. Shareholders approved the Plan at the Issuer's annual meeting on May 10, 2016 and the Issuer's Compensation Committee determined that the Issuer achieved the PBI Metric on February 13, 2017. The RSUs were then reported on a Form 4 filed with the Securities 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.
2. The Reporting Person is reporting the withholding, by the Issuer, of 4,892 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.
3. Represents the conversion upon vesting of RSUs into common stock. The Reporting Person was awarded 15,308 RSUs on February 13, 2017 subject to the Issuer achieving a pre-determined PBI Metric for 2017. The Issuer's Compensation Committee determined that the Issuer achieved the PBI Metric on February 12, 2018 and the 2017 RSUs were then reported on a Form 4 filed with the SEC. 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.
4. The Reporting Person is reporting the withholding, by the Issuer, of 3,580 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.
6. 15,001 RSUs were awarded to the Reporting Person on February 12, 2018 subject to the Issuer achieving a pre-determined PBI Metric for 2018. 76 additional RSUs were awarded to the Reporting Person (subject to the same condition as the underlying RSUs) on account of dividend equivalent rights associated with these RSUs. The Issuer's Compensation Committee determined that the Issuer achieved the PBI Metric on February 11, 2019. 50% of these RSUs vest on February 12, 2020 and the remaining 2018 RSUs 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 shares by the Reporting Person.

/s/ Thomas H. Watson, by
power of attorney for David B. Edelson 02/13/2019

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned (the "Grantor") has made, constituted and appointed, and by these presents does make, constitute and appoint each of Marc A. Alpert, Mark S. Schwartz, Thomas H. Watson and Glenn P. Zarin (each, an "Attorney"), acting singly, the true and lawful agent and attorney-in-fact, with full power of substitution and resubstitution, of the Grantor, for and in the Grantor's name, place and stead, in any and all capacities, to do all or any of the following acts, matters and things:

1. To sign on behalf of the Grantor statements on Form 3, Form 4 and Form 5 and amendments thereto (together, "Section 16 Reports") filed pursuant to Section 16(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").
2. To sign on behalf of the Grantor notices on Form 144 and amendments thereto ("Form 144 Notices") filed pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended (the "Securities Act").
3. To do all such other acts and things as, in such Attorney's discretion, he deems appropriate or desirable for the purpose of filing such Section 16 Reports and Form 144 Notices with the Securities and Exchange Commission and appropriate stock exchange or similar authority.
4. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any Attorney, may be of benefit to, in the best interest of, or legally required by, the Grantor, it being understood that the documents signed by any Attorney on behalf of the Grantor pursuant to this Power of Attorney shall be in such form as the Attorney may approve in his discretion.

The Grantor hereby ratifies and confirms that any Attorney or any substitute or substitutes may lawfully do or cause to be done by virtue hereof. The Grantor acknowledges that the agents and attorneys-in-fact made, constituted and appointed hereby, in serving in such capacity at the request of the Grantor, are not assuming any of the Grantor's responsibilities to comply with the Exchange Act or the Securities Act.

This Power of Attorney shall remain in effect until such time as the Grantor is no longer required to file Section 16 Reports or Form 144 Notices or, if sooner, until revoked by the Grantor.

IN WITNESS WHEREOF, the Grantor has executed this Power of Attorney as of the 1st day of February, 2019.

/s/ David B. Edelson

David B. Edelson