

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 46)

CNA FINANCIAL CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

126117 10 0

(CUSIP Number)

Barry Hirsch, Senior Vice President and Secretary  
Loews Corporation  
667 Madison Avenue, New York, New York 10021 (212) 521-2920

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

July 20, 1999

(Date of Event which Required Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

\_\_\_\_\_.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1

SCHEDULE 13D/A

CUSIP No. 5420424-10-8

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

LOEWS CORPORATION  
IRS Identification No. 13-2646102

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

N/A

(a) / /

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

N/A

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF  
SHARES

157,645,380

BENEFICIALLY

OWNED BY

8 SHARED VOTING POWER

EACH

0

REPORTING

PERSON 9 SOLE DISPOSITIVE POWER  
WITH 157,645,380

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10 SHARED DISPOSITIVE POWER  
0  
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
157,645,380  
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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /  
N/A  
-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
85.58%  
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14 TYPE OF REPORTING PERSON  
HC  
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Page 2

AMENDMENT NO. 46

to

SCHEDULE 13D

Relating to

CNA FINANCIAL CORPROATION

The following information amends and supplements certain information contained in the Schedule 13D of Loews Corporation, a Delaware corporation ("Loews"), as amended and restated, by Amendments Nos. 1 through 45 thereto, relating to the common stock, par value \$2.50 per share (the "Common Stock"), of CNA Financial Corporation, a Delaware corporation ("CNA").

Item 5. Interest in Securities of the Issuer  
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Item 5 is amended by adding the following:

"Since the filing of Amendment No. 45 to this Schedule 13D through July 20, 1999, Loews has purchased approximately 1,857,300 shares of the Common Stock of CNA (after giving effect to a 3-for-1 stock split of CNA Common Stock effected by CNA on May 6, 1998). As a result of these purchases, Loews owns beneficially and of record an aggregate of 157,645,380 shares of the Common Stock, which constitutes approximately 85.58% of the total number of shares outstanding. The Reporting Person has sole voting and investment power with respect to such shares of Common Stock.

"The table set forth below contains information regarding purchases of Common Stock by Loews in the past 60 days. All such purchases were effected on the New York Stock Exchange."

Date	Number of Shares Purchased	Price per Share
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7/16/99	10,000	\$ 38.438
7/16/99	50,000	38.375
7/20/99	56,600	38.125

Page 3

SIGNATURE  
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The undersigned certifies that after reasonable inquiry and to the best of its knowledge and belief, the information set forth in this statement is true, complete and correct.

LOEWS CORPORATION

By: /s/ Barry Hirsch  
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Barry Hirsch,  
Senior Vice President &

Dated: July 22, 1999

Page 4