SEC Form 4

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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

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
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1. Name and Address of Reporting Person* SCOTT RICHARD WALDO	2. Issuer Name and Ticker or Trading Symbol $\underline{\text{LOEWS CORP}}$ [L]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 667 MADISON AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 09/11/2018	Director 10% Owner X Officer (give title below) Other (specify below) SVP & Chief Investment Officer					
(Street) NEW YORK NY 10065-8087	4. If Amendment, Date of Original Filed (Month/Day/Year)	 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 					
(City) (State) (Zip)							

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. Transa Code (8)	ction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	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	(1)	09/11/2018		A		12.7 ⁽²⁾		(3)	(3)	Common Stock	12.7	\$0	10,151.1	D	
Restricted Stock Units	(1)	09/11/2018		A		19.2 ⁽⁴⁾		(5)	(5)	Common Stock	19.2	\$0	15,445.2	D	

Explanation of Responses:

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").

3. 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 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").

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.

<u>/s/ Glenn P. Zarin, by power of</u> <u>attorney for Richard W. Scott</u> 09/13/2018

** 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.

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