

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 12)

--

CHAMPION INTERNATIONAL CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

15852 51 0

(CUSIP Number)

Barry Hirsch, Senior Vice President and Secretary
Loews Corporation
667 Madison Avenue, New York, New York 10021 (212) 545-2920

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

October 12, 1994

(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(b)(3) or (4), check the following box ____.

Check the following box if a fee is being paid with the statement ____.

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

CUSIP No. 15852 51 0

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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
16,023,300

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH

8 SHARED VOTING POWER
43,453

REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER 16,023,300
-----------------------	--

10 SHARED DISPOSITIVE POWER 43,453

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,066,753

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	/	/
--	---	---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.3%
--

14 TYPE OF REPORTING PERSON* HC

AMENDMENT NO. 12

to

SCHEDULE 13D

relating to the

Common Stock, \$0.50 par value per share

of

CHAMPION INTERNATIONAL CORPORATION

This Amendment No. 12 to Schedule 13D filed by Loews Corporation, a Delaware Corporation, ("Loews"), relates to the Common Stock, \$0.50 par value per share (the "Shares"), of Champion International Corporation, a New York corporation (the "Issuer"), and is being filed pursuant to Rule 13d-2 under the Securities Exchange Act of 1934, as amended.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby supplemented as follows:

"During the period September 28, 1994 through and including October 12, 1994, Loews sold an aggregate of 1,084,600 Shares, as set forth in the table below. All of the transactions described below were effected by Loews on the New York Stock Exchange, except as noted below.

Date ----	Number of Shares Sold -----	Price Per Share -----
September 28, 1994	300,000	\$39.50
September 28, 1994	100,000	39.625
October 3, 1994	50,000	40.00
October 11, 1994	321,600	38.75
October 12, 1994	300,000	38.875
October 12, 1994	13,000	38.875*

* Traded on the Midwest Stock Exchange

"As of October 12, 1994 Loews owns directly 16,023,300 Shares representing approximately 17.2% of the total number of Shares outstanding. After giving effect to 43,453 Shares issuable upon conversion of the \$1,510,000 principal amount of the Issuer's 6.5% Convertible Subordinated Debentures owned by a subsidiary, as previously reported, Loews may be deemed to beneficially own an aggregate of 16,066,753 Shares, representing approximately 17.3% of the total number of Shares outstanding, calculated in accordance with Regulation 13D-G."

SIGNATURE

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

Dated: October 13, 1994

By: Barry Hirsch
Senior Vice President
and Secretary