

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SCOTT RICHARD WALDO</u>  (Last) (First) (Middle) <u>C/O LOEWS CORPORATION</u> <u>9 WEST 57TH STREET</u>  (Street) <u>NEW YORK</u> <u>NY</u> <u>10019</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP &amp; Chief Investment Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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	02/07/2024		M		6,578	A <sup>(1)</sup>	\$0	56,822.8	D	
Common Stock	02/07/2024		F		2,372	D <sup>(2)</sup>	\$72.81	54,450.8	D	
Common Stock	02/08/2024		M		7,567	A <sup>(3)</sup>	\$0	62,017.8	D	
Common Stock	02/08/2024		F		2,728	D <sup>(4)</sup>	\$72.66	59,289.8	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		Date Exercisable	Expiration Date					
Restricted Stock Units	(5)	02/07/2024		M		6,578	(1)	(1)	Common Stock	6,578	\$0	6,579	D
Restricted Stock Units	(5)	02/08/2024		M		7,567	(3)	(3)	Common Stock	7,567	\$0	0	D

Explanation of Responses:

1. Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On February 7, 2022, the Reporting Person was awarded 13,157 RSUs ("2022 RSUs"), subject to the Issuer achieving a pre-determined level of performance based income ("PBI Metric") for 2022. The Issuer's Compensation Committee determined that the Issuer achieved the PBI Metric on February 6, 2023 and the 2022 RSUs were then reported on a Form 4 filed with the Securities and Exchange Commission (the "SEC"). 50% of these RSUs vested on February 7, 2024. The remaining 2022 RSUs vest on February 7, 2025.
2. The Reporting Person is reporting the withholding by the Issuer of shares of common stock that vested in respect of the 2022 RSUs on February 7, 2024 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. On February 8, 2021, the Reporting Person was awarded 15,134 RSUs ("2021 RSUs"), subject to the Issuer achieving a pre-determined level of performance based income ("PBI Metric") for 2021. The Issuer's Compensation Committee determined that the Issuer achieved the PBI Metric on February 7, 2022 and the 2021 RSUs were then reported on a Form 4 filed with the SEC. 50% of these RSUs vested on February 8, 2023. The remaining 2021 RSUs vested on February 8, 2024.
4. The Reporting Person is reporting the withholding by the Issuer of shares of common stock that vested in respect of the 2021 RSUs on February 8, 2024 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.

Remarks:

/s/ Thomas H. Watson, by  
power of attorney for Richard W. Scott 02/09/2024

\*\* 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.