SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person[*] SCHWARTZ MARK S	2. Issuer Name **and** Ticker or Trading Symbol LOEWS CORP [L]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)   (First)   (Middle)

C/O LOEWS CORPORATION
667 MADISON AVENUE

(Street)

NEW YORK   NY   10065-8087

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

V.P., C.A.O. and Treasurer

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

☐ Form filed by More than One Reporting Person

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	02/08/2023		M		4,742	A[(1)]	$0	10,928	D	
Common Stock	02/08/2023		F		1,710	D[(2)]	$62.75	9,218	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	(3)	02/08/2023		M			4,742	(1)	(1)	Common Stock	4,742	$0	4,743	D	

Explanation of Responses:

1. Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On February 8, 2021, the Reporting Person was awarded 9,485 RSUs. 50% of these RSUs vested on February 8, 2023. The remaining 2021 RSUs will vest on February 8, 2024. 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 by the Reporting Person.

2. The Reporting Person is reporting the withholding, by the Issuer, of 1,710 shares of common stock that vested in respect of the 2021 RSUs on February 8, 2023 but were not issued in order to satisfy the Reporting Person's tax withholding obligations in connection therewith.

3. 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 Mark S. Schwartz   02/09/2023

** Signature of Reporting Person   Date