

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

FORM 13F HOLDINGS REPORT

INFORMATION REQUIRED OF INSTITUTIONAL INVESTMENT MANAGERS PURSUANT TO  
SECTION 13(f) OF THE SECURITIES EXCHANGE ACT OF 1934 AND RULES THEREUNDER

Report for the Quarter Ended June 30, 1999

(Please read instructions before preparing form.)

If amended report check here: [ ]

Loews Corporation

Name of Institutional Investment Manager

667 Madison Avenue New York New York 10021

Business Address (Street) (City) (State) (Zip)

Barry Hirsch, Senior Vice President (212) 521-2920

Name, Phone No., and Title of Person Duly Authorized to Submit This Report.

ATTENTION

Intentional misstatements or omissions of facts constitute Federal Criminal  
Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The institutional investment manager submitting this Form and its  
attachments and the person by whom it is signed represent hereby that all  
information contained therein is true, correct and complete. It is understood  
that all required items, statements and schedules are considered integral  
parts of this Form and that the submission of any amendment represents that  
all unamended items, statements and schedules remain true, correct and  
complete as previously submitted.

Pursuant to the requirements of Securities Exchange Act of 1934, the  
undersigned Institutional investment manager has caused this report to be  
signed on its behalf in the City of New York and State of

New York on the 16th day of August, 1999.

Loews Corporation

(Name of Institutional Investment Manager)

By: /s/ Barry Hirsch

(Manual Signature of Person Duly Authorized  
to Submit This Report)

Name and 13F file number of ALL Institutional Investment Managers with respect  
to which this schedule is filled (other than the one filing this report):  
(List in alphabetical order).

13F File Numbers will be assigned to Institutional Investment Managers after  
they file their first report.

Name: 13F File No.: Name: 13F File  
No.:

1. None 6.

2. 7.

3. 8.

4. 9.

5. 10.

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Loews Corporation

FORM 13F

Report for the Quarter Ended

June 30, 1999

Loews Corporation ("Loews"), by virtue of its approximately 85% ownership of voting securities of CNA Financial Corporation whose business address is CNA Plaza, Chicago, Illinois 60685 ("CNA"), may be deemed to have investment discretion regarding certain securities (the "CNA Securities") as to which investment discretion is deemed to be exercised by CNA. Pursuant to General Instruction B of Form 13F, CNA is reporting on behalf of Loews regarding the CNA Securities.

Mr. Laurence A. Tisch and Mr. Preston R. Tisch own in the aggregate approximately 32% of the outstanding Common Stock of Loews. Mr. Laurence A. Tisch and Mr. Preston R. Tisch are the Co-Chairman of the Board of Loews. Laurence A. Tisch and Preston R. Tisch are brothers and may be deemed to be control persons of Loews.

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Item 1:	Item 2:	Item 3:	Item 4:	Item 5:	Item 6:		Item 7:	Item 8:
					Investment Discretion			
Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (In Thousands)	Shares or Principal Amount	(a)Sole	(b) Shared-As Defined In Instr. v	(c)Shared-Other	Voting Authority (Shares) (a)Sole (b)Shared (c)None
Agnico Eagle Mines	Common	008474108	\$ 7,425	1,200,000	X			1,200,000
Amcast Ind. Corp.	Common	023395106	816	50,000	X			50,000
America On Line, Inc.	Common	02364J104	2,750	25,000	X			25,000
Barrick Gold Corp.	Common	067901108	25,551	1,318,800	X			1,318,800
Battle Mountain Gold	Common	071593107	1,706	700,000	X			700,000
BE Aerospace Inc.	Common	073302101	374	20,000	X			20,000
Beckman Coulter Inc.	Common	075811109	973	20,000	X			20,000
Boeing Co.	Common	097023105	5,060	115,000	X			115,000
CNA Financial Corp.	Common	126117100	6,350,379	157,528,780	X			157,528,780
Cadiz Inc.	Common	127535108	4,609	488,400	X			488,400
Cambior Inc.	Common	13201L103	975	300,000	X			300,000
Coltec Industries	Common	196879100	868	40,000	X			40,000
Consolidated Frtwys	Common	209232107	128	10,000	X			10,000
Diamond Offshore	Common	25271C102	1,989,088	70,100,000	X			70,100,000
DuPont E.I. De Nemours	Common	263534109	2,733	40,000	X			40,000
EEX Corp.	Common	26842V207	3,416	492,333	X			492,333
		TOTAL	\$ 8,396,851					

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FDX Corp.	Common	31304N107	\$ 8,138	150,000	X			150,000
Fairfield Communities, Inc.	Common	304231301	714	44,300	X			44,300
Furniture Brands	Common	360921100	1,986	71,250	X			71,250

International						
Glamis Gold	Common	376775102	1,875	1,000,000	X	1,000,000
Hanover Compressor	Common	410768105	321	10,000	X	10,000
Homestake Mining	Common	437614100	21,802	2,671,000	X	2,671,000
Houston Exploration Company	Common	442120101	1,231	65,000	X	65,000
Kinross Gold Corp.	Common	496902107	1,755	1,040,000	X	1,040,000
Metromedia Int'l. Group Inc.	Common	591695101	377	50,213	X	50,213
Mine Safety Appliances Co.	Common	602720104	896	14,000	X	14,000
Minn. Mng. & Man	Common	604059105	4,347	50,000	X	50,000
Miramar Mining Corp.	Common	60466E100	300	500,000	X	500,000
Navistar Int'l. Inc.	Common	63934E108	2,500	50,000	X	50,000
On Command Corp.	Common	682160106	1,309	74,287	X	74,287
On Command Corp.	WTS B 100703	682160122	154	23,697	X	23,697
PLC Systems Inc.	Common	69341D104	70	20,000	X	20,000
		TOTAL	\$ 47,775			

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Peoples Bank (Bridgeport)	Common	710198102	\$ 1,522	50,000	X			50,000
Perrigo Co.	Common	714290103	606	79,500	X			79,500
Placer Dome	Common	725906101	17,625	1,500,000	X			1,500,000
Pfizer, Inc.	Common	717081103	2,180	20,000	X			20,000
Stillwater Mining Co.	Common	86074Q102	11,984	368,750	X			368,750
TJ Int'l.	Common	872534102	930	30,000	X			30,000
TVX Gold Inc.	Common	87308K101	2,800	2,800,000	X			2,800,000
Texas Industries	Common	882491103	1,550	40,000	X			40,000
Thermo Cardio System	SB DB CV 144A 04	88355KAA9	1,958	180,000	X			180,000
Thero Electron Corp.	SubDbCv 144A 03	883556AF9	1,545	77,000	X			77,000
Windmere-Durable Holdings, Inc.	Common	973411101	2,531	150,000	X			150,000
Thermedics Inc.	Common	883901100	1,491	160,000	X			160,000
USG Corp.	Common	903293405	12,320	220,000	X			220,000
AMR Corp.	Common	001765956	1,365	20,000(p)	X			20,000(p)
Barrick Gold Corp.	Common	067901908	3,875	200,000(c)	X			200,000(c)
Barrick Gold Corp.	Common	067901958	10,656	550,000(p)	X			550,000(p)
Beckman Coulter, Inc.	Common	075811959	973	20,000(p)	X			20,000(p)

TOTAL \$ 75,911  
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Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (In Thousands)	Shares or Principal Amount	(a)Sole	-----		Managers See Instr. v	Voting Authority (Shares)		
						(b) Shared-As Defined In Instr. v	(c)Shared-Other		(a)Sole	(b)Shared	(c)None
Boeing	Common	097023955	\$ 5,373	140,000(p)	X					140,000(p)	
Caterpillar Inc. Del.	Common	149123951	9,000	150,000(p)	X					150,000(p)	
Chase Manhattan Corp.	Common	16161A958	8,650	100,000(p)	X					100,000(p)	
Clear Channel	Common	184502952	6,894	100,000(p)	X					100,000(p)	
Delta Airlines	Common	247361958	4,610	80,000(p)	X					80,000(p)	
Disney Walt Co.	Common	254687906	69,328	2,250,000(c)	X					2,250,000(c)	
Disney Walt Co.	Common	254687956	254,203	8,250,000(p)	X					8,250,000(p)	
Dow Chemical Co.	Common	260543953	6,344	50,000(p)	X					50,000(p)	
DuPont E I De Nemours	Common	263545959	4,782	70,000(p)	X					70,000(p)	
Exxon Corp.	Common	302290951	8,484	110,000(p)	X					110,000(p)	
General Electric Corp.	Common	369604953	11,300	100,000(p)	X					100,000(p)	
Homestake Mining	Common	437614900	409	50,000(c)	X					50,000(c)	
Homestake Mining	Common	437614950	8,693	1,070,000(p)	X					1,070,000(p)	
Merrill Lynch & Co.	Common	590188958	6,360	80,000(p)	X					80,000(p)	
Minn. Mng. & Man.	Common	604059905	4,347	50,000(c)	X					50,000(c)	
Minn. Mng. & Man.	Common	604059955	4,347	50,000(p)	X					50,000(p)	
Nanister Int'l, Inc.	Common	63934E958	2,500	50,000(p)	X					50,000(p)	
		Total	----- \$ 415,624 -----								

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Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (In Thousands)	Shares or Principal Amount	(a)Sole	-----		Managers See Instr. v	Voting Authority (Shares)		
						(b) Shared- As Defined In Instr. v	(c)Shared- Other		(a)Sole	(b)Shared	(c)None
Nike, Inc.	Common	654106953	\$ 3,169	50,000(p)	X					50,000(p)	
Pfizer, Inc.	Common	717081953	2,180	20,000(p)	X					20,000(p)	
Placer Dome	Common	725906951	4,406	375,000(p)	X					375,000(p)	
Potash Corp.	Common	73755L957	1,758	40,000(p)	X					40,000(p)	
Schlumberger Ltd.	Common	806857958	2,548	40,000(p)	X					40,000(p)	
Time Warner Inc.	Common	887315959	14,525	200,000(p)	X					200,000(p)	
US Airways	Common	911905957	1,307	30,000(p)	X					30,000(p)	
Windmere	Common	973411901	675	40,000(c)	X					40,000(c)	
ABR Info.	Common	00077R958	1,801	20,000(p)	X					20,000(p)	

Amazon Com. Inc.	Common	023135906	1,251	10,000(c)	X	10,000(c)
America Online	Common	023645904	1,650	15,000(c)	X	15,000(c)
America Online	Common	02364J954	4,400	40,000(p)	X	40,000(p)
Beringer Wine	Common	084102952	1,253	30,000(p)	X	30,000(p)
Centocor Inc.	Common	152342951	466	10,000(p)	X	10,000(p)
Clear Channel	Common	184502952	5,515	80,000(p)	X	80,000(p)
Coca Cola	Common	191219954	2,480	40,000(p)	X	40,000(p)
Data Transmission Network	Common	238017957	534	19,000(p)	X	19,000(p)
Gateway	Common	367833950	1,181	20,000(p)	X	20,000(p)
Intel	Common	458140950	2,380	40,000(p)	X	40,000(p)
IBM	Common	459200951	2,585	20,000(p)	X	20,000(p)
Staples, Inc.	Common	855030952	1,238	40,000(p)	X	40,000(p)
		TOTAL	\$ 57,302			

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Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (In Thousands)	Shares or Principal Amount	(a)Sole In Instr. v	Investment Discretion ----- (b) Shared-As Defined (c)Shared-Other ----- Managers See Instr. v	Voting Authority (Shares) ----- (a)Sole (b)Shared (c)None
Sunrise Assisted Living Inc.	Common	86768K956	\$ 1,395	40,000(p)	X		40,000(p)
	AGGREGATE	TOTAL	\$ 8,994,858				

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