

☐ 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* <u>REBELL ARTHUR L</u> (Last) (First) (Middle) <u>667 MADISON AVENUE</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10021-8087</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>LOEWS CORP [LTR;CG]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2006</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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>Sr. Vice President</u> 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 |
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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 | | | |

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 | | | |
| <u>Stock Appreciation Right</u> | <u>\$34.89</u> | <u>06/30/2006</u> | | <u>A</u> | | <u>11,250</u> | | <u>(1)</u> | <u>01/31/2016</u> | <u>Common Stock</u> | <u>11,250</u> | <u>\$0⁽²⁾</u> | <u>11,250</u> | <u>D</u> |

Explanation of Responses:

1. The stock appreciation right becomes exercisable in four equal annual installments beginning on January 31, 2007.
2. The Reporting Person received the Derivative Security pursuant to a stock appreciation right grant at no cost.

Remarks:

/s/ Gary W. Garson by power of attorney for Arthur L. Rebell 06/30/2006

** 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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned (the “Grantor”) has made, constituted and appointed, and by these presents does make, constitute and appoint each of Gary W. Garson, Glenn P. Zarin and Kenneth J. Zinghini (each, an “Attorney”), acting singly, the true and lawful agent and attorney-in-fact, with full power of substitution and resubstitution, of the Grantor, for and in the Grantor’s name, place and stead, in any and all capacities, to do all or any of the following acts, matters and things:

1. To sign on behalf of the Grantor statements on Form 3, Form 4 and Form 5 and amendments thereto (together, “Section 16 Reports”) filed pursuant to Section 16(a) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).
2. To sign on behalf of the Grantor notices on Form 144 and amendments thereto (“Form 144 Notices”) filed pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended (the “Securities Act”).
3. To do all such other acts and things as, in such Attorney’s discretion, he deems appropriate or desirable for the purpose of filing such Section 16 Reports and Form 144 Notices with the Securities and Exchange Commission and appropriate stock exchange or similar authority.
4. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any Attorney, may be of benefit to, in the best interest of, or legally required by, the Grantor, it being understood that the documents signed by any Attorney on behalf of the Grantor pursuant to this Power of Attorney shall be in such form as the Attorney may approve in his discretion.

The Grantor hereby ratifies and confirms all that any Attorney or any substitute or substitutes may lawfully do or cause to be done by virtue hereof. The Grantor acknowledges that the agents and attorneys-in-fact made, constituted and appointed hereby, in serving in such capacity at the request of the Grantor, are not assuming any of the Grantor’s responsibilities to comply with the Exchange Act or the Securities Act.

This Power of Attorney shall remain in effect until such time as the Grantor is no longer required to file Section 16 Reports or Form 144 Notices or, if sooner, until revoked by the Grantor.

IN WITNESS WHEREOF, the Grantor has executed this Power of Attorney as of the 30th day of June, 2006.

/s/ Arthur L. Rebell

Arthur L. Rebell