As filed with the Securities and Exchange Commission on March 8, 2002 Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Loews Corporation (Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization) 13-2646102 (I.R.S. Employer Identification No.)

667 Madison Avenue New York, New York (Address of Principal Executive Offices)

10021-8087 (Zip Code)

Carolina Group 2002 Stock Option Plan (Full Title of the Plan)

Barry Hirsch
Senior Vice President, Secretary and General Counsel
Loews Corporation
667 Madison Avenue
New York, New York 10021-8087
(Name and Address of Agent for Service)

(212) 521-2000 (Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered*	Proposed Maximum Offering Price Per Share**	Proposed Maximum Aggregate Offering Price	——— Amount of — Registration Fee
Carolina Group Stock, par	1,500,000	\$29.32	\$43,980,000	\$4,047

* Pursuant to Rule 416, this registration statement shall cover any additional securities to be offered or issued resulting from stock splits, stock dividends or any similar such transaction.

** Pursuant to Rule 457(h)(1), computed on the basis of the average of the high and low prices per share of the Carolina Group stock on March 6, 2002.

PART II

- INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have heretofore been filed by Loews Corporation, a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), File No. 1 6541, are incorporated by reference herein and shall be deemed to be a part hereof:

- (a) The Company's Annual Report on Form 10 K for the fiscal year ended December 31, 2001;
 - (b) The Company's Current Report on Form 8-K dated January 4, 2002;

(c) The Company's current Report on Form 8-K dated January 25, 2002;
(d) The description of Carolina Group Stock contained in the
Company's Registration Statement on Form 8-A dated January 28,
2002.
All documents subsequently filed by the Company pursuant to Sections 13(a),
13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-
effective amendment which indicates that all securities offered have been sold
or which deregisters all securities then remaining unsold, shall be deemed to
be incorporated herein by reference and shall be deemed a part hereof from the date of filing of such documents.
date of filing of outfluorest
Item 4. Description of Securities.
Not applicable.
not applicable.
Item 5. Interests of Named Experts and Counsel.
Barry Hirsch, Senior Vice President, Secretary and General Counsel of
the Company holds options to purchase shares of Loews common stock, par value
\$1.00 per share. Loews common stock is another class of common stock of the
Company. Mr. Hirsch has provided the opinion attached hereto as exhibit 5.1 regarding the legality of the securities being registered pursuant to this
registration statement.
Item 6. Indemnification of Directors and Officers.
Reference is made to Section 145 of the Delaware General Corporation
Law which provides for indemnification of directors and officers in certain
circumstances.
Article 8, Section 8.1 of the Company's By-Laws provides as follows:
"The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action,
suit or proceeding, whether civil, criminal, administrative or investigative
by reason of the fact that he is or was a director or an officer of the
Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in
connection with such action, suit or proceeding to the fullest extent and in
the manner set forth in and permitted by the [Delaware] General Corporation
Law, and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which
such director or officers may be entitled apart from the foregoing provisions.
The foregoing provisions of this Section 8.1 shall be deemed to be a contract
between the Corporation and each director and officer who serves in such
capacity at any time while this Article 8 and the relevant provisions, of the [Delaware] General Corporation Law and other applicable law, if any, are in
effect, and any repeal or modification thereof shall not affect any rights or
obligations then existing, with respect to any state of facts then or
theretofore existing, or any action, suit or proceeding theretofore, or
thereafter brought or threatened based in whole or in part upon any such state of facts."
The Company maintains directors and officers liability insurance for
the benefit of its directors and certain of its officers.
See also the undertakings set out in response to Item 9 herein.
Item 7. Exemption from Registration Claimed.
Not applicable.
Item 8. Exhibits.
See Index to Exhibits which is incorporated herein by reference.
Item 9. Undertakings.
The undersigned registrant hereby undertakes:
The under signed registrate hereby under cares.
1. To file, during any period in which offers or sales are being
made, a post-effective amendment to this registration statement:
(i) To include any prospectus required by Section 10(a)(3) of
the Securities Act of 1933;
(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or
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change in the information set forth in the registration statement. New thick and my the foregoing, any increase of decrease in volume of securities effered (with the total dollar value of securities effered would not exceed that which was registered) and any deviation from the securities offered would not exceed that which was registered) and any deviation from the commission pursuant to full education of my many many be reflected in the form of prospectus filed with the commission pursuant to full education of memory of the commission pursuant to full education of memory of the commission pursuant to full education of memory of the commission pursuant to full education of megistration emperators of forth in the "Galculation of neglistration effective registration statement." (iii) To include any material information with respect to the plan of distribution on previously disclosed in the registration statement or any material change to such information in the registration statement; or such information in the registration statement; or such information in the registration statement or any material change to such information required to be included in a post offective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 10 or 16(d) of the Securities Exchange and the offering of such securities exchange and the offering of such securities exchange and the offering of such securities and the commission of the offering of such securities and the commission of the offering of such securities and in the commission of the offering of such securities and provided the commission of the offering of such securities and provided the commission of the offering of such securities and provided the commission of the offering of such securities and of the commission of the offering of such securities and of the commission of the offering of such securities and of the securities of the securities of the commission of the offering of the re		most recent post effective amendment thereof) which, vidually or in the aggregate, represent a fundamental
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	appropriate jurisdiction against public policy as	the question whether such indemnification by it is expressed in the Securities Act of 1933 and will be
		
		SIGNATURES
		certifies that it has reasonable grounds to believe requirements for filing on Form S-8 and has duly

amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S 8 and has duly caused this registration statement to be signed on its behalf by the

York, on this 8th day of March 200	rized, in the city of New York, state of New 92.
	LOEWS CORPORATION
	By:/s/ Peter W. Keegan
	Peter W. Keegan Senior Vice President and Chief Financial Officer
	ements of the Securities Act of 1933, as ent has been signed by the following persons rch 8, 2002.
	Title
s/ James S. Tisch	Director, President, Chief Executive Officer, Member of the
lames S. Tisch	Office of the President (Principal Executive Officer)
s/ Peter W. Keegan	Senior Vice President and Chief
Peter W. Keegan	Financial Officer (Principal Financial Officer and Accounting Officer)
's/ Guy A. Kwan	Controller
uy A. Kwan	
	
oseph L. Bower	
S/ John Brademas	
ohn Brademas	
rs/ Paul J. Fribourg 	Director
	
Bernard Myerson	
	
idward J. Noha	
s/ Michael F. Price	——4— —————————————————————————————————
ichael F. Price	
s/ Gloria R. Scott	Director
Sloria R. Scott	
's/ Andrew H. Tisch	Director, Chairman of the Executive Committee, Member of the Office o
\ndrew H. Tisch	the President

/s/ Jonat	than M. Tisch	Director, Member of the Office of the
Jonathan	M. Tisch	
/s/ Laur	ence A. Tisch	Director, Co-Chairman of the Board
Laurence	A. Tisch	
/s/ Prest	ton R. Tisch	Director, Co-Chairman of the Board
Preston I	R. Tisch	
-		Director
Fred Wil	90n	
		5-
		EXHIBIT INDEX
Exhibit Number	Description of Exhi	.bits
4.1	reference to Exhibi	2 Stock Option Plan, incorporated herein by Lt 10.29 to Registrant's Annual Report on Form L year ended December 31, 2001 (File No. 1-6541)
4.2	October 20, 1987, i	e of Incorporation of the Registrant, dated encorporated herein by reference to Exhibit 3.01 port on Form 10-K for the fiscal year ended File No. 1-6541).
4.3	Registrant, dated № Exhibit 3.02 to Reg	ndment of Certificate of Incorporation of May 16, 1996, incorporated herein by reference to pistrant's report on Form 10-K for the fiscal - 31, 2001 (File No. 1 6541).
4.3	Registrant, dated N Exhibit 3.03 to Reg	ndment of Certificate of Incorporation of May 8, 2001 incorporated herein by reference to pistrant's report on Form 10-K for the fiscal 31, 2001 (File No. 1-6541).
4.5	Registrant, dated 3	Amendment of Certificate of Incorporation of January 30, 2002, incorporated herein by
		t 3.04 to Registrant's Annual Report on Form year ended December 31, 2001 (File
4.6	<u>incorporated herei</u> r	estrant, as amended through February 20, 2001, by reference to Exhibit 3.02 to the Report on Form 10 K for the fiscal year ended
5.1	Opinion of Barry Hi	•
23.1	Consent of Barry Hi	ersch, Esq. (included in Exhibit 5.1).
23.2	Consent of Delo	Pitte & Touche LLP.

Exhibit 5.1
LOEWS CORPORATION
667 Madison Avenue
New York, New York 10021-8087
New Tork, New Tork 10021-5057
Loews Corporation
667 Madison Avenue
New York, New York 10021-8087
Ladies and Gentlemen:
I am providing this opinion as General Counsel of Loews Corporation, a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended, of 1,500,000 shares of its Carolina Group stock, \$0.01 par value (the "Shares"), to be offered pursuant to the Carolina Group 2002 Stock Option Plan (the "Plan"). In connection therewith, I have examined or am otherwise familiar with the Company's Certificate of Incorporation, the Company's By Laws, the Plan, the Company's Registration Statement on Form \$ 8 (the "Registration Statement") relating to the Shares, relevant resolutions of the Board of Directors of the Company, and such other documents and instruments as I have deemed necessary for the purposes of this opinion. I hold options to purchase share of Loews common stock, par value \$1.00 per share. Loews common stock is another class of common stock of the Company. Based upon the foregoing, I am of the opinion that the Shares are duly authorized for issuance and when issued in accordance with the provisions of the Plan will be legally issued, fully paid and non assessable shares of the Company.
— I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.
,, ,,
/s/ Barry Hirsch
Barry Hirsch, Esq.
Senior Vice President,
Secretary and General Counsel

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Loews Corporation on Form S-8 of our report dated February 14, 2002, appearing in the Annual Report on Form 10-K of Loews Corporation for the year ended December 31, 2001.

DELOITTE & TOUCHE LLP New York, New York March 5, 2002