SEC Form 4

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FORM 4

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

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

Estimated average burden	
hours per response:	0.5

1. Name and Address of Reporting Person [*] <u>MILLER KEN</u>			2. Issuer Name and Ticker or Trading Symbol LOEWS CORP [L]		tionship of Reporting Persor all applicable) Director	n(s) to Issuer 10% Owner		
(Last) (First) (Middle) KEN MILLER CAPITAL, LLC		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2017		Officer (give title below)	Other (specify below)		
63 WEST 17TH STREET #7A			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	. Individual or Joint/Group Filing (Check Applicable ine)			
(Street) NEW YORK	NY	10011		X	Form filed by One Reporti Form filed by More than C Person	5		
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	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	(1)	12/12/2017		A		3.2 ⁽²⁾		(3)	(3)	Common Stock	3.2	\$0	2,544.4	D	
Restricted Stock Units	(1)	12/12/2017		A		2.7 ⁽⁴⁾		(5)	(5)	Common Stock	2.7	\$0	2,139.3	D	

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.

2. Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with RSUs awarded on May 10, 2016 (the "2016 RSUs").

3. These RSUs vest, and shares of the Issuer's common stock will be delivered to the Reporting Person, concurrently with the 2016 RSUs. The 2016 RSUs vested on May 10, 2017; however, the Reporting Person elected to defer delivery of shares with respect to such 2016 RSUs.

4. Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with RSUs awarded on May 9, 2017 (the "2017 RSUs").

5. These RSUs vest, and shares of the Issuer's common stock will be delivered to the Reporting Person, concurrently with the 2017 RSUs, which will vest on May 9, 2018, subject to any election to defer delivery of shares made by the Reporting Person with respect to the 2017 RSUs.

/s/ Glenn P. Zarin by power of 12/14/2017

attorney for Ken Miller

** 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.
