

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>KEEGAN PETER W</u>  (Last) (First) (Middle) <u>667 MADISON AVENUE</u>  (Street) <u>NEW YORK CITY NY 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>01/16/2004</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <b>X</b> Officer (give title below) Other (specify below)  <u>Sr. Vice President</u>
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <b>X</b> 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			

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 Option</u>	<u>\$52.08</u>	<u>01/16/2004</u>		<u>A</u>		<u>3,750</u>		<u>(1)</u>	<u>01/16/2014</u>	<u>Common Stock</u>	<u>3,750</u>	<u>\$0<sup>(2)</sup></u>	<u>3,750</u>	<u>D</u>	

Explanation of Responses:

1. The option becomes exercisable in four equal annual installments beginning on the first anniversary of the grant date specified in column 3.  
2. The Reporting Person received the Derivative Security pursuant to a stock option grant at no cost.

Remarks:

/s/ Gary W. Garson, by power of attorney for  
Peter W. Keegan 01/16/2004

\*\* 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, Gary W.

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.
2. 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.

The Grantor hereby ratifies and confirms all that said agents and attorneys-in-fact or any substitute or substitutes may lawfully do or cause to be done by virtue hereof.

**IN WITNESS WHEREOF** , the Grantor has executed this Power of Attorney as of the 5th day of September, 2002.

/s/ Peter W. Keegan

---

Peter W. Keegan