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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported):

August 3, 2006

LOEWS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	1-6541 (Commission File Number)	13-2646102 (I.R.S. Employer Identification No.)
667 Madison Avenue, New York, N.Y. (Address of principal executive offices)		10021-8087 (Zip Code)

Registrant's telephone number, including area code:

(212) 521-2000

NOT APPLICABLE

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On August 3, 2006 the registrant's shareholders approved amendments to the certificate of incorporation of the registrant (i) increasing the number of shares of its common stock authorized for issuance from 600 million to 1.8 billion, and (ii) reducing the par value per share of its common stock from \$1.00 to \$0.01. The amendments do not change the number of authorized shares of the registrant's Carolina Group stock or preferred stock. A certificate of amendment to the certificate of incorporation of the registrant reflecting these changes was filed with the Secretary of State of the State of Delaware on August 3, 2006. This certificate of amendment is attached hereto as Exhibits 3.1.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits:

<u>Exhibit No</u>	<u>Description</u>
3.1	Certificate of Amendment to Certificate of Incorporation of Loews Corporation, dated August 3, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LOEWS CORPORATION
(Registrant)

Dated: August 3, 2006

By: /s/ Gary W. Garson
Gary W. Garson
Senior Vice President
General Counsel
and Secretary

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
LOEWS CORPORATION

Under Section 242 of the General Corporation Law
of the State of Delaware

It is hereby certified that:

1. The name of the corporation (hereinafter the "Corporation") is Loews Corporation.

2. The certificate of incorporation of the Corporation is hereby amended by striking out the first paragraph of Article Fourth thereof and by substituting in lieu of said paragraph the following new paragraph:

"FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 2,500,000,000 shares, consisting of 100,000,000 shares of Preferred Stock, par value \$.10 per share ("Preferred Stock"), and 2,400,000,000 common shares, of which 1,800,000,000 shall be Loews common stock having a par value of \$0.01 per share ("Loews common stock") and 600,000,000 shall be Carolina Group stock having a par value of \$0.01 per share ("Carolina Group stock")."

3. The aforesaid amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Loews Corporation has caused this Certificate of Amendment to be signed by a duly authorized officer this 3rd day of August, 2006.

/s/ Gary W. Garson

Gary W. Garson,
Secretary