

EDELSON DAVID B
Form 4
December 13, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
EDELSON DAVID B

(Last) (First) (Middle)

667 MADISON AVENUE

(Street)

NEW YORK, NY 10065-8087

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LOEWS CORP [L]

3. Date of Earliest Transaction
(Month/Day/Year)

03/13/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr. Vice President & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/13/2018		L ⁽¹⁾		7.3	A \$ 51.32	6,243.3	D	
Common Stock	06/12/2018		L ⁽¹⁾		7.5	A \$ 50.01	6,250.8	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	
Restricted Stock Units	(2)	12/11/2018		A		14.1 (3)	(4) (4)	Common Stock 14.1 \$
Restricted Stock Units	(2)	12/11/2018		A		21.5 (5)	(6) (6)	Common Stock 21.5 \$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EDELSON DAVID B 667 MADISON AVENUE NEW YORK, NY 10065-8087	Sr. Vice President & CFO

Signatures

/s/ Glenn P. Zarin, by power of attorney for David B. Edelson 12/13/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The Reporting Person's purchase of 7.3 and 7.5 shares of Common Stock reported herein resulted from an erroneous broker enrollment of the Reporting Person in an automatic dividend reinvestment program.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
- (3) Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with RSUs awarded on February 11, 2016 (the "2016 RSUs").
- (4) These RSUs vest, and shares of the Issuer's common stock will be delivered to the Reporting Person, concurrently with the 2016 RSUs, subject to any election to defer delivery of shares made by the Reporting Person with respect to the 2016 RSUs. 50% of the 2016 RSUs vested on February 11, 2018 and the remaining 50% will vest on February 11, 2019. Shares of the Issuer's common stock will be delivered to the Reporting Person within 30 days after vesting subject to any election to defer delivery of the shares made by the

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Reporting Person.

- (5) Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with RSUs awarded on February 13, 2017 (the "2017 RSUs").

- (6) These RSUs vest, and shares of the Issuer's common stock will be delivered to the Reporting Person, concurrently with the 2017 RSUs, subject to any election to defer delivery of shares made by the Reporting Person with respect to the 2017 RSUs. 50% of the 2017 RSUs vest on February 13, 2019 and 50% will vest on February 13, 2020. Shares of the Issuer's common stock will be delivered to the Reporting Person within 30 days after vesting subject to any election to defer delivery of the shares made by the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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