

SCHWARTZ MARK S

Form 4

February 13, 2019

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 *
SCHWARTZ MARK S

(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)

02/11/2019

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)

VP & Chief Accounting Officer

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	02/11/2019		M		6,353	<u>A</u> (1)	\$ 0	10,481.8	D
Common Stock	02/11/2019		F		2,211	<u>D</u> (2)	\$ 47.47	8,270.8	D
Common Stock	02/13/2019		M		4,846	<u>A</u> (3)	\$ 0	13,117.8	D
Common Stock	02/13/2019		F		1,701	<u>D</u> (4)	\$ 45.92	11,415.8	D

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

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(9-02)

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	(5)	02/11/2019		M		(1) (1)	Common Stock	6,353
Restricted Stock Units	(5)	02/11/2019		A	9,293	(6) (6)	Common Stock	9,293
Restricted Stock Units	(5)	02/13/2019		M	4,846	(3) (3)	Common Stock	4,846

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHWARTZ MARK S
667 MADISON AVENUE
NEW YORK, NY 10065-8087

VP & Chief Accounting Officer

Signatures

/s/ Thomas H. Watson by power of attorney for Mark S. Schwartz

02/13/2019

**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) Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On February 11, 2016, the Reporting Person was awarded 12,500 RSUs subject to shareholder approval of the Issuer's 2016 Incentive Compensation Plan. Shareholders approved the Plan at the Issuer's annual meeting on May 10, 2016 and the RSUs were then reported on a Form 4 filed with the Securities

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and Exchange Commission (the "SEC"). 50% of these RSUs (along with additional RSUs awarded to the Reporting Person on account of dividend equivalent rights that were also previously reported on Form 4s filed with the SEC) vested on February 11, 2018. The remaining 2016 RSUs vested on February 11, 2019.

The Reporting Person is reporting the withholding, by the Issuer, of 2,211 shares of common stock that vested in respect of the 2016

(2) RSUs on February 11, 2019 but were not issued in order to satisfy the Reporting Person's tax withholding obligations in connection therewith.

Represents the conversion upon vesting of RSUs into common stock. The Reporting Person was awarded 9,595 RSUs on February 13, 2017. 50% of these RSUs (along with additional RSUs awarded to the Reporting Person on account of dividend equivalent rights that

(3) were previously reported on Form 4s filed with the SEC) vested on February 13, 2019. The remaining 2017 RSUs 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 shares by the Reporting Person.

The Reporting Person is reporting the withholding, by the Issuer, of 1,701 shares of common stock that vested in respect of the 2017

(4) RSUs on February 13, 2019 but were not issued in order to satisfy the Reporting Person's tax withholding obligations in connection therewith.

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

The Reporting Person was awarded 9,293 RSUs on February 11, 2019. 50% of these 2019 RSUs vest on February 11, 2021 and 50% vest

(6) on February 11, 2022. 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 shares 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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