

BOWER JOSEPH L  
Form 4  
June 13, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BOWER JOSEPH L  
  
(Last) (First) (Middle)  
  
C/O HARVARD BUSINES  
SCHOOL, CUMNOCK HALL 300 -  
SOLDIERS FIELD STA.

2. Issuer Name and Ticker or Trading Symbol  
LOEWS CORP [L]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/12/2018

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

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

(Street)  
  
BOSTON, MA 02163  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Number | 5. | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|--|------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|--|------------------------|

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| Security (Instr. 3)    | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security (Instr. 5) |                 |              |                            |      |
|------------------------|--|----------------------|-----------------|---|------------------|------------------|---------------------|-----------------|--------------|----------------------------|------|
|                        |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable    | Expiration Date | Title        | Amount or Number of Shares |      |
| Restricted Stock Units | (1)                                      | 06/12/2018           | A               |   | 3.2              | (2)              | (2)                 | (2)             | Common Stock | 3.2                        | \$ 0 |
| Restricted Stock Units | (1)                                      | 06/12/2018           | A               |   | 2.5              | (3)              | (3)                 | (3)             | Common Stock | 2.5                        | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BOWER JOSEPH L<br>C/O HARVARD BUSINES SCHOOL<br>CUMNOCK HALL 300 - SOLDIERS FIELD STA.<br>BOSTON, MA 02163 | X             |           |         |       |

## Signatures

/s/ Glenn P. Zarin by power of attorney for Joseph L. Bower

06/13/2018

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

Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with previously vested  
 (2) RSUs for which the Reporting Person has elected to defer delivery of shares. Such additional RSUs are fully vested on grant and will settle, together with the previously vested underlying RSUs to which they relate, on the applicable deferred delivery date.

Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with RSUs awarded on  
 (3) May 8, 2018 (the "2018 RSUs"). These RSUs vest, and shares of the Issuer's common stock will be delivered to the Reporting Person, concurrently with the 2018 RSUs, which will vest on May 8, 2019, subject to any election to defer delivery of shares made by the Reporting Person with respect to such 2018 RSUs.

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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