

Alpert Marc A
Form 4
August 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
Alpert Marc A

(Last) (First) (Middle)
667 MADISON AVENUE
(Street)

NEW YORK, NY 10065

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, Gen. Coun. & Secy.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 08/10/2018 | | | M | 3,467 | <u>A</u> (1) | \$ 0 |
| Common Stock | 08/10/2018 | | | F | 1,326 | <u>D</u> (2) | \$ 50.33 |
| Common Stock | 08/10/2018 | | | S | 2,141 | D | \$ 49.97 |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (3) | 08/10/2018 | | M | 3,467 | (4) (4) | Common Stock | 3,467 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Alpert Marc A 667 MADISON AVENUE NEW YORK, NY 10065 | | | Sr. VP, Gen. Coun. & Secy. | |

Signatures

/s/ Glenn P. Zarin by power of attorney for Marc A. Alpert

08/13/2018

**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).

Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On August 10, 2016, the Reporting Person was awarded 6,863 RSUs subject to the Issuer achieving a target level of performance based income ("PBI Metric") for 2016. The Compensation Committee confirmed the achievement of the PBI Metric on February 13, 2017 and the RSUs were reported on Table II of a Form 4 filed in connection therewith. The Reporting Person received 72 additional RSUs (subject to the same conditions) through associated dividend equivalent rights in connection with dividends paid on the Issuer's common stock after the grant date that were reported on Table II of previously filed Form 4s (such additional RSUs, together with the underlying RSUs, the "2016 RSUs"). 50% of the 2016 RSUs vested on August 10, 2018.

(2) The Reporting Person is reporting the withholding, by the Issuer, of 1,326 shares of common stock that vested in respect of the 2016 RSUs on August 10, 2018 but were not issued in order to satisfy the Reporting Person's tax withholding obligations in connection with the delivery to the Reporting Person of the converted common stock in respect of the vested 2016 RSUs.

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

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50% of the 2016 RSUs vested on August 10, 2018. The common stock into which such vested RSUs converted is reported on Table I of (4) this Form 4. The remaining unvested 2016 RSUs will vest on August 10, 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 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.