

LOWES COMPANIES INC
Form 4
April 04, 2017

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 *
CROOM MARSHALL A

(Last) (First) (Middle)

1000 LOWE'S BOULEVARD

(Street)

MOORESVILLE, NC 28117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LOWES COMPANIES INC [LOW]

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

04/01/2017

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)

Chief Financial 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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/01/2017		M	6,000 A \$ 0 ⁽¹⁾	41,894.3342	D	
Common Stock	04/01/2017		F	2,838 ⁽²⁾ D \$ 82.21	39,056.3342	D	
Common Stock	04/01/2017		A	5,080 ⁽³⁾ A \$ 0	44,136.3342	D	
Common Stock					7,931.44 ⁽⁴⁾	I	by 401(k) Plan
Common Stock					839.902	I	by IRA

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Share Units	(5)	04/01/2017		M	6,000	(5) (5)	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 82.21	04/01/2017		A	21,540	(6) 04/01/2027	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROOM MARSHALL A 1000 LOWE'S BOULEVARD MOORESVILLE, NC 28117			Chief Financial Officer	

Signatures

By: /s/ Sandra Felton by power of attorney For: Marshall A. Croom 04/04/2017

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 performance share unit represented a contingent right to receive one share of the Issuer's common stock upon the achievement of certain pre-established metrics over the three-year performance period ending at the end of fiscal 2016.
- (2) Reflects shares delivered by reporting person to satisfy withholding taxes due upon vesting of performance share units granted on April 1, 2014.
- (3) Restricted stock granted pursuant to 2006 Long-Term Incentive Plan. The shares will fully vest on April 1, 2020.
- (4) The information provided for the shares held by the 401(k) Plan in this report is based on a plan statement dated as of March 31, 2017.

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- (5) At the vest date, the performance share units earned converted into an equivalent number of shares of the Issuer's common stock.
- (6) The option vests in three annual installments beginning on April 1, 2018.

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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