

LOEWS CORP
Form 4
February 15, 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 *
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)
02/13/2017

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. Vice President & CFO

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 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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/13/2017(2)	A	20,000					(3)	(3)	Common Stock	20,000
Restricted Stock Units	(1)	02/13/2017(4)	A	121.79			(4)		(5)	(5)	Common Stock	121.79

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

02/15/2017

__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 restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
The RSUs were awarded to the Reporting Person on February 11, 2016 (the "2016 RSUs"), subject to: (a) approval of the Issuer's 2016 Incentive Compensation Plan (the "Plan") by its shareholders, and (b) the Issuer achieving a pre-determined level of performance based on income ("PBI Metric") for 2016. The Issuer's shareholders approved the Plan at the Issuer's annual meeting of shareholders on May 10, 2016 and the Compensation Committee of the Issuer's board of directors determined that the Issuer achieved the PBI Metric on February 13, 2017.
- (2) 50% of the 2016 RSUs vest on February 11, 2018 and 50% 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 shares made by the Reporting Person.
- (3) Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with the 2016 RSUs (the "2016 Dividend Equivalent RSUs"), which were subject to the same conditions as the 2016 RSUs.
The 2016 Dividend Equivalent 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 such 2016 RSUs.

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.