#### SCOTT RICHARD WALDO

Form 4 June 13, 2018

## FORM 4

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

2. Issuer Name and Ticker or Trading

**SECURITIES** 

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

SCOTT RICHARD WALDO

Symbol

5. Relationship of Reporting Person(s) to

Issuer

LOEWS CORP [L] (First) (Middle)

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

06/12/2018

Director 10% Owner

(Check all applicable)

X\_ Officer (give title Other (specify below)

667 MADISON AVENUE

4. If Amendment, Date Original

Filed(Month/Day/Year)

SVP & Chief Investment 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

NEW YORK, NY 10065-8087

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transactionof Code Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** Deriva (Instr. 3 and 4)

Securi

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Securit Acquir (A) or Dispos of (D) (Instr. and 5)	red					(Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	06/12/2018		A		12.7 (2)		(3)	(3)	Common Stock	12.7	\$
Restricted Stock Units	(1)	06/12/2018		A		19.4 (4)		<u>(5)</u>	<u>(5)</u>	Common Stock	19.4	\$ (

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

SCOTT RICHARD WALDO 667 MADISON AVENUE NEW YORK, NY 10065-8087

SVP & Chief Investment Officer

## **Signatures**

/s/ Glenn P. Zarin, by power of attorney for Richard W. Scott

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.
- (2) Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with RSUs awarded on February 11, 2016 (the "2016 RSUs").
- These 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 the 2016 RSUs. 50% of the 2016 RSUs vested 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.
- (4) Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with RSUs awarded on February 13, 2017 (the "2017 RSUs").
- These RSUs vest, and shares of the Issuer's common stock will be delivered to the Reporting Person, concurrently with the 2017 RSUs, subject to any election to defer delivery of shares made by the Reporting Person with respect to the 2017 RSUs. 50% of the 2017 RSUs vest on February 13, 2019 and 50% will 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 the shares made 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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