

EDELSON DAVID B
 Form 4
 February 13, 2019

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)
 02/11/2019

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 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	Price	
Common Stock	02/11/2019		M		10,165	\$ 0	D
Common Stock	02/11/2019		F		4,892	\$ 47.47	D
Common Stock	02/13/2019		M		7,733	\$ 0	D
Common Stock	02/13/2019		F		3,580	\$ 45.92	D

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(5)	02/11/2019		M		10,165	(1) (1)	Common Stock	10,165
Restricted Stock Units	(5)	02/11/2019		A		15,077	(6) (6)	Common Stock	15,077
Restricted Stock Units	(5)	02/13/2019		M		7,733	(3) (3)	Common Stock	7,733

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/ Thomas H. Watson, by power of attorney for David B. Edelson 02/13/2019

**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) Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On February 11, 2016, the Reporting Person was awarded 20,000 RSUs subject to: (a) shareholder approval of the Issuer's 2016 Incentive Compensation Plan, and (b) the Issuer achieving a pre-determined level of performance based income ("PBI Metric") for 2016. Shareholders approved the Plan at the Issuer's annual meeting on May 10, 2016 and the Issuer's Compensation Committee determined that the Issuer achieved the PBI Metric on February 13, 2017. The RSUs were then reported on a Form 4 filed with the Securities and Exchange Commission (the "SEC"). 50%

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of these RSUs (along with additional RSUs awarded to the Reporting Person on account of dividend equivalent rights that were also previously reported on Form 4s filed with the SEC) vested on February 11, 2018. The remaining 2016 RSUs vested on February 11, 2019.

- (2) The Reporting Person is reporting the withholding, by the Issuer, of 4,892 shares of common stock that vested in respect of the 2016 RSUs on February 11, 2019 but were not issued in order to satisfy the Reporting Person's tax withholding obligations in connection therewith.

- (3) Represents the conversion upon vesting of RSUs into common stock. The Reporting Person was awarded 15,308 RSUs on February 13, 2017 subject to the Issuer achieving a pre-determined PBI Metric for 2017. The Issuer's Compensation Committee determined that the Issuer achieved the PBI Metric on February 12, 2018 and the 2017 RSUs were then reported on a Form 4 filed with the SEC. 50% of these RSUs (along with additional RSUs awarded to the Reporting Person on account of dividend equivalent rights that were previously reported on Form 4s filed with the SEC) vested on February 13, 2019. The remaining 2017 RSUs 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 shares by the Reporting Person.

- (4) The Reporting Person is reporting the withholding, by the Issuer, of 3,580 shares of common stock that vested in respect of the 2017 RSUs on February 13, 2019 but were not issued in order to satisfy the Reporting Person's tax withholding obligations in connection therewith.

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

- (6) 15,001 RSUs were awarded to the Reporting Person on February 12, 2018 subject to the Issuer achieving a pre-determined PBI Metric for 2018. 76 additional RSUs were awarded to the Reporting Person (subject to the same condition as the underlying RSUs) on account of dividend equivalent rights associated with these RSUs. The Issuer's Compensation Committee determined that the Issuer achieved the PBI Metric on February 11, 2019. 50% of these RSUs vest on February 12, 2020 and the remaining 2018 RSUs vest on February 12, 2021. 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.

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