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LOEWS CORP
Form 8-A12B
January 28, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

LOEWS CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

13-2646102

(State of Incorporation or
Organization)

(I.R.S. Employer Identification No.)

667 Madison Avenue
New York, New York

10021-8087

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the
registration of a class of
securities pursuant to Section
12(b) of the Exchange Act and
is effective pursuant to
General Instruction A.(c),
please check the following
box. /X/

If this form relates to the
registration of a class of
securities pursuant to Section
12(g) of the Exchange Act and
is effective pursuant to
General Instruction A.(d),
please check the following
box. / /

Securities Act registration statement file number to which this
form relates:

333-73138

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Carolina Group stock, par value \$0.01
per share

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the Carolina Group stock, par value \$0.01 per share (the "Stock"), of Loews Corporation (the "Registrant") registered herein will be contained under the captions "Description of Loews Capital Stock--Carolina Group Stock" and "Relationship Between the Loews Group and the Carolina Group" in a prospectus, constituting part of the Registrant's Registration Statement on Form S-3 (File No. 333-73138) (the "Registration Statement") relating to the Stock, to be filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended (such prospectus as filed pursuant to Rule 424(b), the "Prospectus"). The description of the Stock contained in the Prospectus is hereby incorporated by reference into this Form 8-A. Copies of such description will be filed with the New York Stock Exchange, Inc.

ITEM 2. EXHIBITS.

EXHIBIT NO.	DESCRIPTION
1.	Restated Certificate of Incorporation of the Registrant, dated October 20, 1987, incorporated herein by reference to Exhibit 3 to Registrant's Report on Form 10-Q for the quarter ended June 30, 1996.
2.	Certificate of Amendment of Certificate of Incorporation of Registrant, dated May 16, 1996, incorporated herein by reference to Exhibit 3 to Registrant's report on Form 10-Q for the quarter ended June 30, 1996.
3.	Form of Certificate of Amendment of Certificate of Incorporation of Registrant, filed as Exhibit A to Registrant's Proxy Statement on Schedule 14A, dated November 29, 2001, and incorporated herein by reference.
4.	By-Laws of the Registrant, as amended through February 20, 2001, filed as Exhibit 3.02 to the Registrant's Form 10-K for 2000 (File No. 1-06541) and incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

LOEWS CORPORATION

By: /s/ PETER W. KEEGAN

Peter W. Keegan

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Senior Vice President
and Chief Financial Officer

Date: January 28, 2002