

LOEWS CORP

Form 4

December 16, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIEGEL KENNETH I

(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)

12/15/2016

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)

Senior Vice President

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/15/2016		M		11,250	A	\$ 37.92	11,250	D
Common Stock	12/15/2016		M		11,250	A	\$ 37.26	22,500	D
Common Stock	12/15/2016		M		2,813	A	\$ 33.12	25,313	D
Common Stock	12/15/2016		M		11,250	A	\$ 37.82	36,563	D
Common Stock	12/15/2016		M		11,250	A	\$ 39.81	47,813	D

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Common Stock	12/15/2016	M	5,625	A	\$ 35.04	53,438	D
Common Stock	12/15/2016	M	11,250	A	\$ 37.86	64,688	D
Common Stock	12/15/2016	M	11,250	A	\$ 39.41	75,938	D
Common Stock	12/15/2016	M	11,250	A	\$ 39.8	87,188	D
Common Stock	12/15/2016	D	70,180	D	\$ 47.39	17,008	D
Common Stock	12/15/2016	S	17,008	D	\$ 47.49 (1)	0	D

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 (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
Stock Appreciation Right	\$ 37.92	12/15/2016		M		11,250		<u>(2)</u>	01/12/2020	Common Stock	11,250
Stock Appreciation Right	\$ 37.26	12/15/2016		M		11,250		<u>(2)</u>	01/12/2020	Common Stock	11,250
Stock Appreciation Right	\$ 33.12	12/15/2016		M		2,813		<u>(2)</u>	01/12/2020	Common Stock	2,813
Stock Appreciation Right	\$ 37.82	12/15/2016		M		11,250		<u>(2)</u>	01/12/2020	Common Stock	11,250

Stock Appreciation Right	\$ 39.81	12/15/2016	M	11,250	<u>(4)</u>	01/11/2021	Common Stock	11,250
Stock Appreciation Right	\$ 35.04	12/15/2016	M	5,625	<u>(4)</u>	01/11/2021	Common Stock	5,625
Stock Appreciation Right	\$ 37.86	12/15/2016	M	11,250	<u>(5)</u>	01/10/2022	Common Stock	11,250
Stock Appreciation Right	\$ 39.41	12/15/2016	M	11,250	<u>(5)</u>	01/10/2022	Common Stock	11,250
Stock Appreciation Right	\$ 39.8	12/15/2016	M	11,250	<u>(5)</u>	01/10/2022	Common Stock	11,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIEGEL KENNETH I 667 MADISON AVENUE NEW YORK, NY 10065-8087			Senior Vice President	

Signatures

/s/ Glenn P. Zarin, by power of attorney for Kenneth I. Siegel

12/16/2016

 **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).

Represents the weighted average price of multiple transactions with a range of prices between \$47.37 and \$47.72. The Reporting Person, upon request by the Commission staff, the Issuer or a security holder of the Issuer undertakes to provide further information regarding the number of securities at each separate price sold.

(2) The derivative security became exercisable in four equal annual installments beginning on January 12, 2011.

(3) The Reporting Person received the Derivative Security pursuant to a stock appreciation right grant at no cost.

(4) The derivative security became exercisable in four equal annual installments beginning on January 11, 2012.

(5) The derivative security became exercisable in four equal annual installments beginning on January 10, 2013.

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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