

SCHWARTZ MARK S  
Form 4  
December 13, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SCHWARTZ MARK S**

2. Issuer Name and Ticker or Trading Symbol  
**LOEWS CORP [L]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**667 MADISON AVENUE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/13/2018**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP & Chief Accounting Officer**

**NEW YORK, NY 10065-8087**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  | Code                           | V   | Amount  |  |                                   |
| Common Stock                    | 03/13/2018                           |  | L(1)                           |   | 4.8   | A  | \$ 51.32                          |
|                                 |                                      |  |                                |   | 4,128.8   | 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)**

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| 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) | 8. Price of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

|                        |            |            |  | Code | V | (A)  | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |    |
|------------------------|------------|------------|--|------|---|------|-----|------------------|-----------------|--------------|----------------------------|----|
| Restricted Stock Units | <u>(2)</u> | 12/11/2018 |  | A    |   | 8.8  |     | <u>(4)</u>       | <u>(4)</u>      | Common Stock | 8.8                        | \$ |
| Restricted Stock Units | <u>(2)</u> | 12/11/2018 |  | A    |   | 13.5 |     | <u>(6)</u>       | <u>(6)</u>      | Common Stock | 13.5                       | \$ |
| Restricted Stock Units | <u>(2)</u> | 12/11/2018 |  | A    |   | 13.2 |     | <u>(8)</u>       | <u>(8)</u>      | Common Stock | 13.2                       | \$ |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| SCHWARTZ MARK S<br>667 MADISON AVENUE<br>NEW YORK, NY 10065-8087 |               |           | VP & Chief Accounting Officer |       |

## Signatures

/s/ Glenn P. Zarin by power of attorney for Mark S. Schwartz

12/13/2018

\*\*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) The Reporting Person's purchase of 4.8 shares of Common Stock reported herein resulted from an erroneous broker enrollment of the Reporting Person in an automatic dividend reinvestment program.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
- (3) 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").
- (4) 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 the remaining 50% will vest on February 11, 2019. Shares of the Issuer's common stock will be

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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.

- (5) 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").

(6) 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.

- (7) Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with RSUs awarded on February 12, 2018 (the "2018 RSUs").

(8) These RSUs vest, and shares of the Issuer's common stock will be delivered to the Reporting Person, concurrently with the 2018 RSUs, subject to any election to defer delivery of shares made by the Reporting Person with respect to the 2018 RSUs. 50% of the 2018 RSUs vest on February 12, 2020 and 50% will 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 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. 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.