

LOWES COMPANIES INC

Form 4

March 02, 2015

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CROOM MARSHALL A

(Last) (First) (Middle)

1000 LOWE'S BOULEVARD

(Street)

MOORESVILLE, NC 28117

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LOWES COMPANIES INC [LOW]

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

02/26/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Risk 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

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 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)
Common Stock	03/01/2015		M	5,427 A	\$ 0 67,105.3342	D	
Common Stock	03/01/2015		F	1,821 (1) D	\$ 74.09 65,284.3342	D	
Common Stock	03/01/2015		F	2,650 (2) D	\$ 74.09 62,634.3342	D	
Common Stock					7,672.51	I	by 401(k) Plan
Common Stock					839.902	I	by IRA

Edgar Filing: LOWES COMPANIES INC - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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
Performance Share Units	(3)	02/26/2015		A	5,427	(3) (3)	Common Stock 5,427
Performance Share Units	(4)	03/01/2015		M	5,427	(4) (4)	Common Stock 5,427

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CROOM MARSHALL A 1000 LOWE'S BOULEVARD MOORESVILLE, NC 28117	Chief Risk Officer

Signatures

By: /s/ Sandra Felton by power of attorney For: Marshall A. Croom 03/02/2015

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) Reflects shares delivered by reporting person to satisfy withholding taxes due upon vesting of performance share units granted on March 1, 2012.
- (2) Reflects shares delivered by reporting person to satisfy withholding taxes due upon vesting of restricted shares granted on March 1, 2012.
- (3) Each performance share unit represents a contingent right to receive one share of the Issuer's common stock. The performance share units were granted on March 1, 2012 and were subject to the achievement of certain pre-established metrics over the three-year performance period ending at the end of fiscal 2014. On February 26, 2015, the Compensation Committee of the Issuer's Board of Directors certified the performance metrics and determined the number of performance share units that were earned. Following such certification and

Edgar Filing: LOWES COMPANIES INC - Form 4

determination, the performance share units remained subject to a service condition that was satisfied on March 1, 2015.

- (4) At the vest date, the performance share units earned converted into an equivalent number of shares of the Issuer's common stock.

Remarks:

The information provided for the shares held by the 401(k) Plan in this report is based on a plan statement dated as of February

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.