**LOEWS CORP** Form 4

November 16, 2012

# 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

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

**OMB APPROVAL** 

3235-0287

January 31,

2005

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KEEGAN PETER W Issuer Symbol LOEWS CORP [L] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title Other (specify 667 MADISON AVENUE 11/15/2012 below) Sr. Vice President & CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10065-8087 Person

| (City)                               | (State)                                 | (Zip) Tabl  | le I - Non-D       | Derivative                              | Securi                         | ities Acqu     | iired, Disposed of   | f, or Beneficiall  | y Owned   |
|--------------------------------------|---|---|--------------------|---|--------------------------------|----------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | Code<br>(Instr. 8) | 4. Securit<br>or(A) or Di<br>(Instr. 3, | sposed<br>4 and 5<br>(A)<br>or | l of (D)<br>5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 11/15/2012                              |   | Code V M           | Amount 11,250                           | (D)                            | Price \$ 17.36 | 11,250   | D  |   |
| Common<br>Stock                      | 11/15/2012                              |   | M                  | 11,250                                  | A                              | \$<br>19.61    | 22,500   | D  |   |
| Common<br>Stock                      | 11/15/2012                              |   | M                  | 11,250                                  | A                              | \$<br>20.06    | 33,750   | D  |   |
| Common<br>Stock                      | 11/15/2012                              |   | M                  | 11,250                                  | A                              | \$<br>19.43    | 45,000   | D  |   |
| Common<br>Stock                      | 11/15/2012                              |   | M                  | 11,250                                  | A                              | \$<br>23.68    | 56,250   | D  |   |

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| Common<br>Stock | 11/15/2012 | M | 11,250 | A | \$<br>24.32        | 67,500 | D |
|-----------------|------------|---|--------|---|--------------------|--------|---|
| Common<br>Stock | 11/15/2012 | M | 11,250 | A | \$<br>25.91        | 78,750 | D |
| Common<br>Stock | 11/15/2012 | M | 11,250 | A | \$<br>30.54        | 90,000 | D |
| Common<br>Stock | 11/15/2012 | S | 90,000 | D | \$<br>39.78<br>(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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of orDerivative 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<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|---|---|---|---|--|---|--|--------------------|---|--|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option                                     | \$ 17.36  | 11/15/2012                              |   | M                                      | 11,250  | (2)  | 01/16/2014         | Common<br>Stock   | 0                                      |
| Stock<br>Option                                     | \$ 19.61  | 11/15/2012                              |   | M                                      | 11,250  | (2)  | 01/16/2014         | Common<br>Stock   | 0                                      |
| Stock<br>Option                                     | \$ 20.06  | 11/15/2012                              |   | M                                      | 11,250  | (2)  | 01/16/2014         | Common<br>Stock   | 0                                      |
| Stock<br>Option                                     | \$ 19.43  | 11/15/2012                              |   | M                                      | 11,250  | (2)  | 01/16/2014         | Common<br>Stock   | 0                                      |
| Stock<br>Option                                     | \$ 23.68  | 11/15/2012                              |   | M                                      | 11,250  | <u>(4)</u>   | 01/20/2015         | Common<br>Stock   | 0                                      |
| Stock<br>Option                                     | \$ 24.32  | 11/15/2012                              |   | M                                      | 11,250  | <u>(4)</u>   | 01/20/2015         | Common<br>Stock   | 0                                      |
| Stock<br>Option                                     | \$ 25.91  | 11/15/2012                              |   | M                                      | 11,250  | <u>(4)</u>   | 01/20/2015         | Common<br>Stock   | 0                                      |
|   | \$ 30.54  | 11/15/2012                              |   | M                                      | 11,250  | <u>(4)</u>   | 01/20/2015         |   | 0                                      |

Stock Common Option Stock

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KEEGAN PETER W 667 MADISON AVENUE NEW YORK, NY 10065-8087

Sr. Vice President & CFO

# **Signatures**

/s/ Gary W. Garson, by power of attorney for Peter W. Keegan

11/15/2012

\*\*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 \$39.63 and \$39.96. The Reporting Person,
- (1) 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 option became exercisable in four equal annual installments beginning on January 16, 2005.
- (3) The Reporting Person received the Derivative Security pursuant to a stock option grant at no cost.
- (4) The option became exercisable in four equal installments beginning on January 20, 2006.

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.

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