

LOEWS CORP
Form 4
November 16, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
KEEGAN PETER W

(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)
11/15/2012

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)
Sr. Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price		
Common Stock	11/15/2012		M		11,250 A \$ 17.36	D	
Common Stock	11/15/2012		M		11,250 A \$ 19.61	D	
Common Stock	11/15/2012		M		11,250 A \$ 20.06	D	
Common Stock	11/15/2012		M		11,250 A \$ 19.43	D	
Common Stock	11/15/2012		M		11,250 A \$ 23.68	D	

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Common Stock	11/15/2012	M	11,250	A	\$ 24.32	67,500	D
Common Stock	11/15/2012	M	11,250	A	\$ 25.91	78,750	D
Common Stock	11/15/2012	M	11,250	A	\$ 30.54	90,000	D
Common Stock	11/15/2012	S	90,000	D	\$ 39.78 <u>(1)</u>	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)	8. Amount or Number of Shares
Stock Option	\$ 17.36	11/15/2012		M	11,250	<u>(2)</u> 01/16/2014	Common Stock	0
Stock Option	\$ 19.61	11/15/2012		M	11,250	<u>(2)</u> 01/16/2014	Common Stock	0
Stock Option	\$ 20.06	11/15/2012		M	11,250	<u>(2)</u> 01/16/2014	Common Stock	0
Stock Option	\$ 19.43	11/15/2012		M	11,250	<u>(2)</u> 01/16/2014	Common Stock	0
Stock Option	\$ 23.68	11/15/2012		M	11,250	<u>(4)</u> 01/20/2015	Common Stock	0
Stock Option	\$ 24.32	11/15/2012		M	11,250	<u>(4)</u> 01/20/2015	Common Stock	0
Stock Option	\$ 25.91	11/15/2012		M	11,250	<u>(4)</u> 01/20/2015	Common Stock	0
	\$ 30.54	11/15/2012		M	11,250	<u>(4)</u> 01/20/2015		0

Stock
Option

Common
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.