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LOEWS CORP  
Form 8-A12B  
January 28, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

LOEWS CORPORATION

-----  
(Exact Name of Registrant as Specified in Its Charter)

Delaware

13-2646102

-----  
(State of Incorporation or  
Organization)

(I.R.S. Employer Identification No.)

667 Madison Avenue  
New York, New York

10021-8087

-----  
(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the  
registration of a class of  
securities pursuant to Section  
12(b) of the Exchange Act and  
is effective pursuant to  
General Instruction A.(c),  
please check the following  
box. /X/

If this form relates to the  
registration of a class of  
securities pursuant to Section  
12(g) of the Exchange Act and  
is effective pursuant to  
General Instruction A.(d),  
please check the following  
box. / /

Securities Act registration statement file number to which this  
form relates:

333-73138

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
to be so Registered  
-----

Name of Each Exchange on Which  
Each Class is to be Registered  
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Carolina Group stock, par value \$0.01  
per share

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None  
(Title of Class)

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the Carolina Group stock, par value \$0.01 per share (the "Stock"), of Loews Corporation (the "Registrant") registered herein will be contained under the captions "Description of Loews Capital Stock--Carolina Group Stock" and "Relationship Between the Loews Group and the Carolina Group" in a prospectus, constituting part of the Registrant's Registration Statement on Form S-3 (File No. 333-73138) (the "Registration Statement") relating to the Stock, to be filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended (such prospectus as filed pursuant to Rule 424(b), the "Prospectus"). The description of the Stock contained in the Prospectus is hereby incorporated by reference into this Form 8-A. Copies of such description will be filed with the New York Stock Exchange, Inc.

ITEM 2. EXHIBITS.

| EXHIBIT NO. | DESCRIPTION                                                                                                                                                                                                        |
|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.          | Restated Certificate of Incorporation of the Registrant, dated October 20, 1987, incorporated herein by reference to Exhibit 3 to Registrant's Report on Form 10-Q for the quarter ended June 30, 1996.            |
| 2.          | Certificate of Amendment of Certificate of Incorporation of Registrant, dated May 16, 1996, incorporated herein by reference to Exhibit 3 to Registrant's report on Form 10-Q for the quarter ended June 30, 1996. |
| 3.          | Form of Certificate of Amendment of Certificate of Incorporation of Registrant, filed as Exhibit A to Registrant's Proxy Statement on Schedule 14A, dated November 29, 2001, and incorporated herein by reference. |
| 4.          | By-Laws of the Registrant, as amended through February 20, 2001, filed as Exhibit 3.02 to the Registrant's Form 10-K for 2000 (File No. 1-06541) and incorporated herein by reference.                             |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

LOEWS CORPORATION

By: /s/ PETER W. KEEGAN

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Peter W. Keegan

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Senior Vice President  
and Chief Financial Officer

Date: January 28, 2002