LOEWS CORP
Form 4
September 14, 2016

# 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

(Print or Type Responses)

| 1. Name and Address of Reporting Person [*] BACOW LAWRENCE S | 2. Issuer Name **and** Ticker or Trading Symbol LOEWS CORP [L] | 5. Relationship of Reporting Person(s) to Issuer |
|---|---|---|
| (Last)      (First)      (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 09/13/2016 | (Check all applicable) __X__ Director       _____ 10% Owner _____ Officer (give title  _____ Other (specify below)                         below) |
| 17 JAMES STREET, APT. 1 | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person |
| BROOKLINE, MA 02446 | | |
| (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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
#### (*e.g.*, puts, calls, warrants, options, convertible securities)

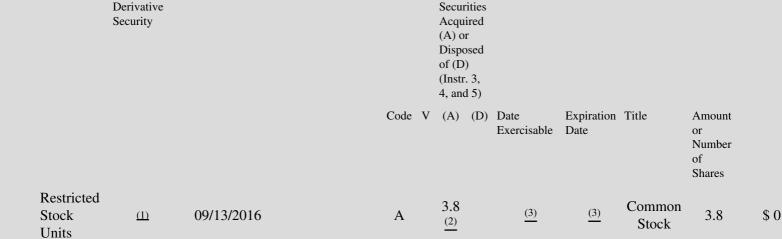| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price Derivati Securit (Instr. 5 |
|---|---|---|---|---|---|---|---|---|

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| Derivative Security | | | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (1) | 09/13/2016 | A | | 3.8 (2) | | (3) | (3) | Common Stock | 3.8 | $ 0 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| BACOW LAWRENCE S<br>17 JAMES STREET<br>APT. 1<br>BROOKLINE, MA 02446 | X | | | |

# Signatures

| | |
|---|---|
| /s/ Glenn P. Zarin by power of attorney for Lawrence S. Bacow | 09/14/2016 |
| **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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.

(2) Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with previously awarded RSUs (the "Previous RSUs").

(3) These RSUs vest, and shares of the Issuer's common stock will be delivered to the Reporting Person, concurrently with Previous RSUs, subject to any election to defer delivery of shares made by the Reporting Person with respect to such Previous RSUs.

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.