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LOEWS CODD

Form 4										
July 02, 201								OMB A	PPROVAL	
FORM	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287	
Section 16. SECURITIES									January 31, 2005 average urs per 0.5	
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> KEEGAN PETER W			Symbol	er Name an S CORP		Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 667 MADISON AVENUE				of Earliest T Day/Year) 2012	ransaction		Director 10% Owner X Officer (give title Other (specify below) below) Sr. Vice President & CFO			
NEW YOR	87	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 				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)	
Reminder: Rep	port on a separate line	e for each cl	ass of sec	urities bene	Perso inform requir	ns who re nation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ontly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	d of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Stock Appreciation Right	\$ 39.8	06/29/2012		А		11,250		<u>(1)</u>	01/10/2022	Common Stock	11,25

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
KEEGAN PETER W 667 MADISON AVENUE NEW YORK, NY 10065-8087			Sr. Vice President & CFO	
Ciam at una a				

Signatures

/s/ Gary W. Garson, by power of attorney for Peter W. Keegan <u>**Signature of Reporting Person</u> 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) The stock appreciation right becomes exercisable in four equal annual installments beginning on January 10, 2013.

(2) The Reporting Person received the Derivative Security pursuant to a stock appreciation right grant at no cost.

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.