#### Edgar Filing: EDELSON DAVID B - Form 4

EDELSON	DAVID B										
Form 4											
July 02, 20											
FORM			CECU	DITUES				т	PPROVAL		
Washington, D.C. 20549								NOMB Number:	3235-0287		
Check t if no los	nger							Expires:	January 31,		
subject	to SIAIE	MENT OI	F CHAI	NGES IN SECUI	Estimated						
Section Form 4				SECU				burden hou response	•		
Form 5	Filed pu	response	0.0								
obligati	ons Section 17						of 1935 or Section	on			
may con <i>See</i> Inst 1(b).		30(h)	of the I	nvestmen	t Compar	y Act of 1	1940				
(Print or Type	Responses)										
	Address of Reporting	g Person <u>*</u>	2. Issue	er Name <b>an</b>	<b>d</b> Ticker or	Trading	5. Relationship of	of Reporting Per	rson(s) to		
EDELSON	I DAVID B		Symbol				Issuer				
	LOEW	'S CORP	[L]		(Check all applicable)						
(Last)	(First)	(Middle)	3. Date of	of Earliest T	ransaction						
		(Month/Day/Year)				Director 10% Owner X Officer (give title Other (specify					
66/ MADI	SON AVENUE		06/29/2	2012			below)	below)			
							Sr.	Vice President			
(Street)			4. If Amendment, Date Original			1	6. Individual or Joint/Group Filing(Check				
			Filed(Mo	onth/Day/Yea	ur)		Applicable Line) _X_ Form filed by	One Reporting P	erson		
NEW YOF	RK, NY 10065-80	87					Form filed by Person				
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed o	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deem		3.	4. Securit			6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution	TransactionAcquired (A) or			Securities	Form: Direct	Indirect			
(Instr. 3)		any (Month/Day/Waar)		CodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			· · · · ·	D) or Indirect			
		(Monul/Da	iy/rear)	(Insu. 8)	(IIIstr. 5, 2	and 3)		(I) (Instr. 4)	Ownership (Instr. 4)		
						(A)	Reported				
						or	Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D) Price	(mour o und t)				
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
							spond to the colle		SEC 1474		
							tained in this form ond unless the for		(9-02)		
							ntly valid OMB co				
					numb	er.					

 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	Transacti	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)			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				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**

Relationships						
Director	10% Owner	Officer	Other			
		Sr. Vice President				
]	Director		Director 10% Owner Officer			

### Signatures

/s/ Gary W. Garson, by power of attorney for David B. Edelson 07/02/2012

## **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.