

TISCH ANDREW H
Form 4
September 21, 2012

FORM 4

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

OMB APPROVAL

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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 *
TISCH ANDREW H

2. Issuer Name and Ticker or Trading Symbol
LOEWS CORP [L]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
667 MADISON AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-Ch. of Bd/Off. Pres./Ch. EC

NEW YORK, NY 10065-8087

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/19/2012 | | M | | 5,891 | A | \$ 15.61 |
| Common Stock | | | | | | | 11,395,089 |
| Common Stock | 09/19/2012 | | S | | 5,891 | D | \$ 42 (1) |
| Common Stock | | | | | | | 11,395,089 |
| Common Stock | 09/20/2012 | | M | | 22,549 | A | \$ 15.61 |

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| | | | | | | | |
|--------------|------------|--|---|--------|------------|---------------------------|-------------|
| Common Stock | | | | | 11,395,089 | I | By Trusts |
| Common Stock | 09/20/2012 | | S | 22,549 | D | \$ 41.51 <u>(2)</u> | 2,926,205 D |
| Common Stock | | | | | 11,395,089 | I | By Trusts |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 15.61 | 09/19/2012 | | M | 5,891 | <u>(3)</u> | 01/21/2013 | Common Stock | 5,891 |
| Stock Option | \$ 15.61 | 09/20/2012 | | M | 22,549 | <u>(3)</u> | 01/21/2013 | Common Stock | 22,549 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TISCH ANDREW H 667 MADISON AVENUE NEW YORK, NY 10065-8087 | X | | Co-Ch. of Bd/Off. Pres./Ch. EC | |

Signatures

/s/ Gary W. Garson by power of attorney for Andrew H. Tisch

09/20/2012

__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 \$41.90 and \$42.04. The Reporting Person, 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.
 - Represents the weighted average price of multiple transactions with a range of prices between \$41.50 and \$41.58. The Reporting Person, 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.
- (3) The stock option became exercisable in four equal annual installments beginning on January 21, 2004.
- (4) The Reporting Person received the Derivative Security pursuant to a stock option 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.