

MABRY JOSEPH MICHAEL JR
Form 4
March 29, 2011

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 *
MABRY JOSEPH MICHAEL JR

(Last) (First) (Middle)

1000 LOWE'S BOULEVARD

(Street)

MOORESVILLE, NC 28117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LOWES COMPANIES INC [LOW]

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

03/25/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP Logistics and Distribution

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | (D) | Price |
| Common Stock | 03/25/2011 | | M | | 66,000 | A | \$ 26.785 214,792 |
| Common Stock | 03/25/2011 | | S | | 66,000 | D | \$ 27.2238 148,792 <u>(1)</u> |
| Common Stock | 03/25/2011 | | M | | 30,000 | A | \$ 26.785 178,792 |
| Common Stock | 03/25/2011 | | F | | 29,455 | D | \$ 27.28 149,337 |
| Common Stock | 03/25/2011 | | D | | 545 <u>(2)</u> | D | \$ 0 148,792 |

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| | | | | | | | |
|--------------|------------|---|--------------------|---|-----------|---------|---|
| Common Stock | 03/28/2011 | M | 30,000 | A | \$ 26.785 | 178,792 | D |
| Common Stock | 03/28/2011 | F | 29,553 | D | \$ 27.19 | 149,239 | D |
| Common Stock | 03/28/2011 | D | 447 ⁽²⁾ | D | \$ 0 | 148,792 | D |

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

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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 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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 26.785 | 03/25/2011 | | M | 66,000 | 05/28/2005 | 05/28/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 26.785 | 03/25/2011 | | M | 30,000 | 05/28/2006 | 05/28/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 26.785 | 03/28/2011 | | M | 30,000 | 05/28/2006 | 05/28/2011 | Common Stock |
| Phantom Stock | \$ 0 | 03/25/2011 | | A | 545 ⁽²⁾ | ⁽³⁾ | ⁽³⁾ | Common Stock |
| Phantom Stock | \$ 0 | 03/28/2011 | | A | 447 ⁽²⁾ | ⁽³⁾ | ⁽³⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

MABRY JOSEPH MICHAEL JR
1000 LOWE'S BOULEVARD
MOORESVILLE, NC 28117

EVP Logistics
and Distribution

Signatures

By: Sandra Felton For: Joseph Michael
Mabry, Jr.

03/29/2011

__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).

This transaction was executed in multiple trades at prices ranging from \$27.220 to \$27.231. The price reported above reflects the
(1) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) Rule 16b-3 exempt transaction involving issuance of phantom shares in lieu of common stock pursuant to Deferred Compensation Program.

(3) Reporting person receives an equivalent number of shares of common stock in five installments beginning on the March 15th following termination.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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