

MILLER KEN

Form 4

December 14, 2017

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER KEN

(Last) (First) (Middle)

KEN MILLER CAPITAL, LLC, 63
WEST 17TH STREET #7A

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2017

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)

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			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price Derivative Security
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	12/12/2017	A		3.2 (2)		(3)	(3)	Common Stock	3.2	\$ 0
Restricted Stock Units	(1)	12/12/2017	A		2.7 (4)		(5)	(5)	Common Stock	2.7	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MILLER KEN KEN MILLER CAPITAL, LLC 63 WEST 17TH STREET #7A NEW YORK, NY 10011	X

Signatures

/s/ Glenn P. Zarin by power of attorney for Ken Miller 12/14/2017

__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 RSUs awarded on May 10, 2016 (the "2016 RSUs").
These RSUs vest, and shares of the Issuer's common stock will be delivered to the Reporting Person, concurrently with the 2016 RSUs.
- (3) The 2016 RSUs vested on May 10, 2017; however, the Reporting Person elected to defer delivery of shares with respect to such 2016 RSUs.
- (4) Represents additional RSUs awarded to the Reporting Person on account of dividend equivalent rights associated with RSUs awarded on May 9, 2017 (the "2017 RSUs").
These RSUs vest, and shares of the Issuer's common stock will be delivered to the Reporting Person, concurrently with the 2017 RSUs,
- (5) which will vest on May 9, 2018, subject to any election to defer delivery of shares made by the Reporting Person with respect to the 2017 RSUs.

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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