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FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1.	2.	3.	4.	5.	6.	7.	8.
Title of Derivative Security	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Transaction Code	Number of Derivative Securities Acquired (A) or Disposed of (D)	Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities	Price of Derivative Security
				(A) (D)	Date Exercisable Expiration Date	Title Number of Shares	Amount or Price
Stock Option	\$59.13	1/30/02	A	20,000	(1) 1/30/12	Common Stock 20,000	---
Stock Option	\$46.84	1/21/03	A	20,000	(1) 1/21/13	Common Stock 20,000	---

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Explanation of Responses:

(1) The option becomes exercisable in four equal annual installments beginning on the first anniversary of the grant date specified in column 3.

/s/ James S.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of
James S. Tisc

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