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Item 1.01 Entry into a Material Definitive Agreement.

On December 7, 2004 Registrant entered into an underwriting agreement (the "Underwriting Agreement") with Citigroup Global Markets Inc. and Morgan Stanley & Co., Incorporated (the "Underwriters") pursuant to which Registrant agreed to sell 10,000,000 shares of its Carolina Group Stock (the "Shares") to the Underwriters at a price per Share of \$28.19, for resale by the Underwriters pursuant to Registration Statement No. 333-104759. On December 13, 2004 the sale of the Shares pursuant to the Underwriting Agreement was completed, resulting in net proceeds to Registrant of approximately \$281.9 million before expenses.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits:

| Exhibit No. ----- | Description ----- |
|----------------------|--|
| 1.1 | Underwriting Agreement, dated December 7, 2004, among Loews Corporation, Citigroup Global Markets Inc. and Morgan Stanley & Co., Incorporated. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LOEWS CORPORATION

(Registrant)

Dated: December 13, 2004

By: /s/ Gary W. Garson

Gary W. Garson
Senior Vice President
General Counsel and Secretary