

LOWES COMPANIES INC

Form 4

April 04, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAMRON RICKY D

(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)

04/01/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (A) or (D)	Price	
Common Stock	04/01/2017		M		31,500	A \$ 0 ⁽¹⁾	78,225 D
Common Stock	04/01/2017		F		14,348 ⁽²⁾	D \$ 82.21	63,877 D
Common Stock	04/01/2017		A		4,900 ⁽³⁾	A \$ 0	68,777 D
Common Stock	04/03/2017		S		17,152	D \$ 81.9624 ⁽⁴⁾	51,625 D
Common Stock						65,434.252 ⁽⁵⁾	I by 401(k) Plan

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

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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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Share Units	<u>(6)</u>	04/01/2017		M		31,500		<u>(6)</u>	<u>(6)</u>	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 82.21	04/01/2017		A		20,800		<u>(7)</u>	04/01/2027	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DAMRON RICKY D 1000 LOWE'S BOULEVARD MOORESVILLE, NC 28117	Chief Operating Officer

Signatures

By: /s/ Sandra Felton by power of attorney For: Ricky D. Damron

04/04/2017

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 performance share unit represented a contingent right to receive one share of the Issuer's common stock upon the achievement of certain pre-established metrics over the three-year performance period ending at the end of fiscal 2016.
- (2) Reflects shares delivered by reporting person to satisfy withholding taxes due upon vesting of performance share units granted on April 1, 2014.
- (3) Restricted stock granted pursuant to 2006 Long-Term Incentive Plan. The shares will fully vest on April 1, 2020.
- (4) This transaction was executed in multiple trades at prices ranging from \$81.95 to \$82.01. The price reported above reflects the 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

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issuer, full information regarding the number of shares sold at each separate price.

- (5) The information provided for the shares held by the 401(k) Plan in this report is based on a plan statement dated as of March 31, 2017.
- (6) At the vest date, the performance share units earned converted into an equivalent number of shares of the Issuer's common stock.
- (7) The option vests in three annual installments beginning on April 1, 2018.

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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