

NIBLOCK ROBERT A
 Form 4
 April 03, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
NIBLOCK ROBERT A

2. Issuer Name and Ticker or Trading Symbol
LOWES COMPANIES INC [LOW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 LOWE'S BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman President & CEO

MOORESVILLE, NC 28117

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/01/2018		M		34,051 A \$ 0 ⁽¹⁾	511,967.6 ⁽²⁾	D
Common Stock	04/01/2018		F		15,306 ⁽³⁾ D \$ 87.75	496,661.6	D
Common Stock						25,482.55 ⁽⁴⁾	I by 401(k) Plan
Common Stock						103,920	I by GRAT
Common Stock						93,882.798	I by Spouse

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Common Stock	24,659	I	by Trust
Common Stock	24,659	I	by Trust II

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Share Units	(5)	04/01/2018		M	34,051	(5)	(5)	Common Stock	34,051

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIBLOCK ROBERT A 1000 LOWE'S BOULEVARD MOORESVILLE, NC 28117	X		Chairman President & CEO	

Signatures

By: /s/ Sandra Felton by power of attorney for: Robert A. Niblock

04/03/2018

**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 2017.

(2)

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Includes 73,291 shares previously held through a grantor retained annuity trust which were distributed to the reporting person on November 29, 2017 and are now owned directly and 149 shares acquired under the Lowe's Employee Stock Purchase Plan.

- (3) Reflects shares delivered by reporting person to satisfy withholding taxes due upon vesting of performance share units granted on April 1, 2015.
- (4) 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 30, 2018.
- (5) At the vest date, the performance share units earned converted into an equivalent number of shares of the Issuer's common stock.

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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