

LOWES COMPANIES INC  
Form 4  
March 02, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
Hollifield Matthew V

(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)

02/26/2015

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)

SVP Chief Accounting Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 03/01/2015                           |  | M                              |   | 4,070 A \$ 0  | 48,726 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 03/01/2015                           |  | F                              |   | 1,377 <sup>(2)</sup> D \$ 74.09   | 47,349   | D                                 |
| Common Stock                    | 03/01/2015                           |  | F                              |   | 1,986 <sup>(3)</sup> D \$ 74.09   | 45,363   | D                                 |

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

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number.

**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Share Units                    | (4)  | 02/26/2015                           |  | A                              | 4,070   | (4) (4)  | Common Stock  | 4,070                      |
| Performance Share Units                    | (5)  | 03/01/2015                           |  | M                              | 4,070   | (5) (5)  | Common Stock  | 4,070                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Hollifield Matthew V<br>1000 LOWE'S BOULEVARD<br>MOORESVILLE, NC 28117 |               |           | SVP Chief Accounting Officer |       |

## Signatures

By: /s/ Sandra Felton by power of attorney For: Matthew V. Hollifield 03/02/2015

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) Direct holdings include 195 shares acquired under the Lowe's Employee Stock Purchase Plan.
  - (2) Reflects shares delivered by reporting person to satisfy withholding taxes due upon vesting of performance share units granted on March 1, 2012.
  - (3) Reflects shares delivered by reporting person to satisfy withholding taxes due upon vesting of restricted shares granted on March 1, 2012.
- Each performance share unit represents a contingent right to receive one share of the Issuer's common stock. The performance share units were granted on March 1, 2012 and were subject to the achievement of certain pre-established metrics over the three-year performance period ending at the end of fiscal 2014. On February 26, 2015, the Compensation Committee of the Issuer's Board of Directors certified the performance metrics and determined the number of performance share units that were earned. Following such certification and determination, the performance share units remained subject to a service condition that was satisfied on March 1, 2015.
- (4)
  - (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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