

LOWES COMPANIES INC

Form 4

October 06, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MORGAN JAMES H

(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)

10/02/2015

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)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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. D<br>S<br>(I) |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|------------------|
|                                                     |                                          |                                         |                                                             |                                      |                                                             |                                                                |                                                                     |                  |

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| Derivative<br>Security          |            |                           | Disposed of (D)<br>(Instr. 3, 4, and<br>5) |  | Code | V | (A)     | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
|---------------------------------|------------|---------------------------|--------------------------------------------|--|------|---|---------|-----|---------------------|--------------------|-----------------|----------------------------------|
|                                 |            |                           |                                            |  |      |   |         |     |                     |                    |                 |                                  |
| Phantom<br>Stock <sup>(1)</sup> | <u>(2)</u> | 10/02/2015 <sup>(3)</sup> |                                            |  | A    |   | 284.779 |     | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 284.779                          |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                  | Director      | 10% Owner | Officer | Other |
| MORGAN JAMES H<br>1000 LOWE'S BOULEVARD<br>MOORESVILLE, NC 28117 |               |           | X       |       |

## Signatures

By: /s/ Sandra Felton by power of attorney For: James H. Morgan 10/06/2015

                    \*\*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) Represents the credit of deferred compensation to the Reporting Person's deferred stock account under the Issuer's Directors' Deferred Compensation Plan.
- (2) Each share of phantom stock is the economic equivalent of one share of common stock. The Reporting Person becomes entitled to the cash value of the phantom stock upon ceasing to be a director of the Issuer.  
  
The regularly scheduled crediting date for the deferred compensation was September 30, 2015. However, during the period beginning September 24, 2015 and ending October 1, 2015, the Reporting Person was subject to trading restrictions imposed under Section 306 of the Sarbanes-Oxley Act of 2002 and Section 104 of Regulation BTR under the Securities Exchange Act of 1934 as a result of a blackout period under the Lowe's 401(k) Plan. See Form 8-K filed by the Issuer for Item 5.04 on August 20, 2015. The crediting of the deferred compensation was delayed until the expiration of the trading restrictions.
- (3) Includes the credit of dividends to the Reporting Person's deferred stock account under the Issuer's Directors' Deferred Compensation Plan.
- (4) Includes the credit of dividends to the Reporting Person's deferred stock account under the Issuer's Directors' Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.