

Weber Jennifer L
 Form 4
 April 03, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Weber Jennifer L

(Last) (First) (Middle)
 1000 LOWES 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)
 04/01/2019

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)
 EVP, Human Resources

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 Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(A) or (D)	Price			
Common Stock	04/01/2019		M		9,631	A	\$ 0 ⁽¹⁾	33,841	D	
Common Stock	04/01/2019		F		5,570 ⁽²⁾	D	\$ 108.93	28,271	D	
Common Stock	04/01/2019		A		4,320 ⁽³⁾	A	\$ 0	32,591	D	
Common Stock								938.581 ⁽⁴⁾	I	by 401(k) Plan

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Share Units	(5)	04/01/2019		M		9,631		(5)	(5)	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 108.93	04/01/2019		A		18,930		(6)	04/01/2029	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weber Jennifer L 1000 LOWES BOULEVARD MOORESVILLE, NC 28117			EVP, Human Resources	

Signatures

By: /s/ Sandra Felton by power of attorney for: Jennifer L. Weber 04/03/2019

__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 2018.
- (2) Reflects shares delivered by reporting person to satisfy withholding taxes due upon vesting of performance share units and restricted shares granted on April 1, 2016.
- (3) Restricted stock granted pursuant to 2006 Long-Term Incentive Plan. The shares will fully vest on April 1, 2022.
- (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 31, 2019.
- (5) At the vest date, the performance share units earned converted into an equivalent number of shares of the Issuer's common stock.

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(6) The option vests in three annual installments beginning on April 1, 2020.

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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