

LOWES COMPANIES INC

Form 4

March 02, 2015

**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)

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  
\_\_\_\_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<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 Acquired<br>or 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<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/01/2015                              |                                                             | M                                    | 12,210 A                                                            | \$ 0 135,685                                                                                                       | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/01/2015                              |                                                             | F                                    | 4,036<br>(1) D                                                      | \$ 74.09 131,649                                                                                                   | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/01/2015                              |                                                             | F                                    | 8,454<br>(2) D                                                      | \$ 74.09 123,195                                                                                                   | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     | 65,434.241                                                                                                         | I                                                                    | by 401(k)<br>Plan                                                 |

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 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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title or Number of Shares                                   |
| Performance Share Units                    | (3)                                                    | 02/26/2015                           |                                                    | A                              | 12,210                                                                                  | (3) (3)                                                  | Common Stock 12,210                                         |
| Performance Share Units                    | (4)                                                    | 03/01/2015                           |                                                    | M                              | 12,210                                                                                  | (4) (4)                                                  | Common Stock 12,210                                         |

## Reporting Owners

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

## Signatures

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

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) Reflects shares delivered by reporting person to satisfy withholding taxes due upon vesting of performance share units granted on March 1, 2012.
- (2) 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) At the vest date, the performance share units earned converted into an equivalent number of shares of the Issuer's common stock.

**Remarks:**

The information provided for the shares held by the 401(k) Plan in this report is based on a plan statement dated as of February

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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