

LOWES COMPANIES INC  
Form 4  
September 10, 2014

**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 \*  
**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)  
**09/08/2014**

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/08/2014		M		52,149	A	\$ 23.98
							593,862.6 <sup>(1)</sup>
Common Stock	09/08/2014		S		52,149	D	\$ 54.0138
							541,713.6 <sup>(2)</sup>
Common Stock	09/08/2014		M		51,568	A	\$ 23.98
							593,281.6
Common Stock	09/08/2014		S		51,568	D	\$ 53.7505
							541,713.6 <sup>(3)</sup>
	09/09/2014		M		105,756	A	\$ 23.98
							647,469.6

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Common  
Stock

Common Stock	09/09/2014	S	105,756	D	\$ 53.3731 <u>(4)</u>	541,713.6	D	
Common Stock						24,020.693	I	by 401(k) Plan
Common Stock						24,659	I	by Son-1
Common Stock						24,659	I	by Son-2
Common Stock						93,882.798	I	by Spouse

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

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(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 Underlying Security (Instr. 3 and 4)	Am Nur Sha	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 23.98	09/08/2014		M	52,149	<u>(5)</u> 03/01/2017	Common Stock	52	
Non-Qualified Stock Option (right to buy)	\$ 23.98	09/08/2014		M	51,568	<u>(5)</u> 03/01/2017	Common Stock	51	
Non-Qualified Stock Option (right to buy)	\$ 23.98	09/09/2014		M	105,756	<u>(5)</u> 03/01/2017	Common Stock	10	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

NIBLOCK ROBERT A  
1000 LOWE'S BOULEVARD    X    Chairman President & CEO  
MOORESVILLE, NC 28117

## Signatures

By: /s/ Sandra Felton by power of attorney For: Robert A.    09/10/2014  
Niblock

\_\_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 265 shares acquired under the Lowe's Employee Stock Purchase Plan.  
This transaction was executed in multiple trades at prices ranging from \$54.00 to \$54.06. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) This transaction was executed in multiple trades at prices ranging from \$53.75 to \$53.755. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) This transaction was executed in multiple trades at prices ranging from \$53.35 to \$53.455. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) The option vests in three annual installments beginning on March 1, 2011.

### 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 August 1, 2014.

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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