

Peace Nelson B
Form 4
March 05, 2012

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Peace Nelson B

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2012

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)

SVP Corporate Affairs

(Street)

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

MOORESVILLE, NC 28117

(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)
Common Stock	03/01/2012		F	3,981 ⁽¹⁾	D \$ 28.38	23,022.7968	D
Common Stock	03/01/2012		A	5,000 ⁽²⁾	A \$ 0	28,022.7968	D
Common Stock	03/02/2012		M	38,000	A \$ 15.84	66,022.7968	D
Common Stock	03/02/2012		S	38,000	D \$ 28.4863 ⁽³⁾	28,022.7968	D
Common Stock	03/02/2012		S	8,022.7968	D \$ 28.4804	20,000	D

Edgar Filing: Peace Nelson B - Form 4

(4)

Common Stock	03/02/2012	S	402.095	D	\$ 28.53	0	I	by IRA-Spouse
Common Stock						5,369.581	I	By 401k 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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 15.84	03/02/2012		M	38,000	(5) 03/01/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.38	03/01/2012		A	25,000	(6) 03/01/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
Peace Nelson B 1000 LOWE'S BOULEVARD MOORESVILLE, NC 28117	Director 10% Owner Officer Other SVP Corporate Affairs

Signatures

By: /s/ Sandra Felton by power of attorney For: Nelson B. Peace 03/05/2012

**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 restricted shares granted on March 1, 2009.
- (2) Restricted stock granted pursuant to 2006 Long-Term Incentive Plan. The shares will fully vest on March 1, 2015.

This transaction was executed in multiple trades at prices ranging from \$28.48 to \$28.495. 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 \$28.48 to \$28.4815. 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) The option vests in three annual installments beginning on March 1, 2010.
- (5) The option vests in three annual installments beginning on March 1, 2013.
- (6)

Remarks:

The information provided for the shares held by the 401k Plan in this report are 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.

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.