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KEENER GAITHER M JR

Form 4

November 29, 2012

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

3235-0287

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KEENER GAITHER M JR			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)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
1000 LOWE'S BOULEVARD			11/27/2012	X Officer (give title Other (specify below) CLO, CCO and Secretary		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
MOORESVILLE, NC 28117				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	-Derivative Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A order Disposed of (Instr. 3, 4 and (A) or Amount (D)	(D) 55)	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	11/27/2012		M	46,000 A	\$ 23.97	122,590	D	
Common Stock	11/27/2012		S	46,000 D	\$ 35.2004 (1)	76,590	D	
Common Stock	11/27/2012		M	30,000 A	\$ 34.16	106,590	D	
Common Stock	11/27/2012		S	30,000 D	\$ 35.2053 (2)	76,590	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 23.97	11/27/2012		M	46,000	<u>(3)</u>	03/01/2015	Common Stock	46,0
Non-Qualified Stock Option (right to buy)	\$ 34.16	11/27/2012		M	30,000	<u>(4)</u>	03/01/2013	Common Stock	30,0

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

KEENER GAITHER M JR 1000 LOWE'S BOULEVARD MOORESVILLE, NC 28117

CLO, CCO and Secretary

Signatures

By: /s/ Sandra Felton by power of attorney For: Gaither M. Keener, Jr.

11/29/2012

**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).
- This transaction was executed in multiple trades at prices ranging from \$35.10 to \$35.28. The price reported above reflects the weighted (1) 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.
- (2) This transaction was executed in multiple trades at prices ranging from \$35.16 to \$35.28. 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

Reporting Owners 2

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issuer, full information regarding the number of shares sold at each separate price.

- (3) The option vests in three annual installments beginning on March 1, 2009.
- (4) The option vests in three annual installments beginning on March 1, 2007.

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.