

LINCOLN NATIONAL CORP
Form 4
April 05, 2006

FORM 4

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

OMB APPROVAL

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

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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 *
KONEN MARK E

2. Issuer Name and Ticker or Trading Symbol
LINCOLN NATIONAL CORP [LNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President- Individual Markets

CENTRE SQUARE-WEST TOWER, 1500 MARKET ST., SUITE 3900

(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

PHILADELPHIA, PA 19102

(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 | 04/03/2006 | | A | V | 7,838.52 | A | Ⓛ |
| | | | | | 7,838.52 | D | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock (Right to Buy) | \$ 23.59 | 04/03/2006 | | A | | 15,950 | | 04/03/2006 | 02/09/2007 | Common Stock | 15,950 |
| Employee Stock (Right to Buy) | \$ 33.01 | 04/03/2006 | | A | | 14,723 | | 04/03/2006 | 02/08/2008 | Common Stock | 14,723 |
| Employee Stock (Right to Buy) | \$ 42.33 | 04/03/2006 | | A | | 11,451 | | 04/03/2006 | 02/07/2009 | Common Stock | 11,451 |
| Employee Stock (Right to Buy) | \$ 32.97 | 04/03/2006 | | A | | 13,087 | | 04/03/2006 | 02/13/2010 | Common Stock | 13,087 |
| Employee Stock (Right to Buy) | \$ 42.68 | 04/03/2006 | | A | | 41,805 | | 04/03/2006 | 02/11/2011 | Common Stock | 41,805 |
| Employee Stock (Right to Buy) | \$ 43.82 | 04/03/2006 | | A | | 21,812 | | 04/03/2006 | 02/10/2012 | Common Stock | 21,812 |
| Employee Stock (Right to Buy) | \$ 34.58 | 04/03/2006 | | A | | 16,359 | | 04/03/2006 | 02/09/2013 | Common Stock | 16,359 |
| Employee Stock (Right to Buy) | \$ 48.58 | 04/03/2006 | | A | | 30,536 | | 04/03/2006 | 02/08/2014 | Common Stock | 30,536 |
| Employee Stock (Right to Buy) | \$ 45.73 | 04/03/2006 | | A | | 40,352 | | 04/03/2006 | 02/13/2015 | Common Stock | 40,352 |

Employee
 Stock (Right to Buy) \$ 53.6 04/03/2006 A 44,714 02/13/2007⁽¹¹⁾ 02/12/2016 Common Stock 44,714

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KONEN MARK E CENTRE SQUARE-WEST TOWER 1500 MARKET ST., SUITE 3900 PHILADELPHIA, PA 19102 | | | President- Individual Markets | |

Signatures

/s/ Charles A. Brawley, III, 04/05/2006
 Attorney-in-Fact

**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) Estimate of LNC common Stock received in the merger of Jefferson-Pilot Corporation into a subsidiary of Lincoln National Corporation (the "Merger") in exchange for Jefferson-Pilot common stock pursuant to a cash/stock election based on a preliminary proration factor.
- (2) Received in the Merger in exchange for an employee stock option to acquire 14,625 shares of Jefferson-Pilot Corporation common stock for \$25.72 per share.
- (3) Received in the Merger in exchange for an employee stock option to acquire 13,500 shares of Jefferson-Pilot Corporation common stock for \$36.00 per share.
- (4) Received in the Merger in exchange for an employee stock option to acquire 10,500 shares of Jefferson-Pilot Corporation common stock for \$46.17 per share.
- (5) Received in the Merger in exchange for an employee stock option to acquire 12,000 shares of Jefferson-Pilot Corporation common stock for \$35.96 per share.
- (6) Received in the Merger in exchange for an employee stock option to acquire 38,333 shares of Jefferson-Pilot Corporation common stock for \$46.55 per share.
- (7) Received in the Merger in exchange for an employee stock option to acquire 20,000 shares of Jefferson-Pilot Corporation common stock for \$47.79 per share.
- (8) Received in the Merger in exchange for an employee stock option to acquire 15,000 shares of Jefferson-Pilot Corporation common stock for \$37.71 per share.
- (9) Received in the Merger in exchange for an employee stock option to acquire 28,000 shares of Jefferson-Pilot Corporation common stock for \$52.98 per share.
- (10) Received in the Merger in exchange for an employee stock option to acquire 37,000 shares of Jefferson-Pilot Corporation common stock for \$49.87 per share.
- (11) The option vests in three equal annual installments beginning February 13, 2007.
- (12) Received in the Merger in exchange for an employee stock option to acquire 41,000 shares of Jefferson-Pilot Corporation common stock for \$58.46 per share.

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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