

LINCOLN NATIONAL CORP
Form 4
June 12, 2015

FORM 4

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

OMB APPROVAL

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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 *
Miller Douglas N

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)
150 N. RADNOR-CHESTER ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/2015

____ Director
____ Officer (give title below) _____ Other (specify below)
SVP & CAO

RADNOR, PA 19087

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	(D)	Price
Common Stock	06/11/2015		M		12,874	A	\$ 56.02
							31,822.66 ⁽¹⁾
Common Stock	06/11/2015		S		12,874	D	\$ 61.6361
							18,948.66 ⁽²⁾
Common Stock	06/11/2015		M		7,935	A	\$ 52.76
							26,883.66
Common Stock	06/11/2015		S		7,935	D	\$ 61.6544
							18,948.66 ⁽³⁾
	06/11/2015		M		3,227	A	\$ 24.99
							22,175.66

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Common Stock									
Common Stock	06/11/2015		S	3,227	D	\$ 61.6815 (4)	18,948.66	D	
Common Stock	06/11/2015		M	4,588	A	\$ 29.54	23,536.66	D	
Common Stock	06/11/2015		S	4,588	D	\$ 61.6744 (5)	18,948.66	D	
Common Stock							4,596.82	I	By 401(k)

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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 56.02	06/11/2015		M	12,874	(6)	04/13/2016	Common Stock	12,874
Employee Stock Options (Right to Buy)	\$ 52.76	06/11/2015		M	7,935	(7)	02/07/2018	Common Stock	7,935
Employee Stock Options (Right to Buy)	\$ 24.99	06/11/2015		M	3,227	(8)	02/22/2022	Common Stock	3,227

Buy)

Employee

Stock

Options (Right to Buy)	\$ 29.54	06/11/2015	M	4,588	<u>(9)</u>	02/28/2023	Common Stock	4,588
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Douglas N 150 N. RADNOR-CHESTER ROAD RADNOR, PA 19087			SVP & CAO	

Signatures

/s/ Charles A. Brawley,
Attorney-in-Fact

06/12/2015

**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) Includes 21.12 shares acquired through dividend reinvestment since the reporting person's last report.

(2) The price reported in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$61.535 to \$61.7101, inclusive. The reporting person undertakes to provide Lincoln National Corporation, any security holder of Lincoln National Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote 2 to this Form.

(3) The price reported in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$61.585 to 61.725, inclusive. The reporting person undertakes to provide Lincoln National Corporation, any security holder of Lincoln National Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote 3 to this Form.

(4) The price reported in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$61.635 to 61.725, inclusive. The reporting person undertakes to provide Lincoln National Corporation, any security holder of Lincoln National Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote 4 to this Form.

(5) The price reported in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$61.63 to 61.725, inclusive. The reporting person undertakes to provide Lincoln National Corporation, any security holder of Lincoln National Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote 5 to this Form.

(6) The option vested in three equal installments on April 13, 2007, 2008 and 2009.

(7) The option vested in three equal installments on February 7, 2009, 2010 and 2011.

(8) The option vested in three equal installments on February 22, 2013, 2014 and 2015.

(9) The option vests in three equal installments on February 28, 2014, 2015 and 2016.

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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