

LINCOLN NATIONAL CORP
 Form 4
 April 05, 2006

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 *
 STONE THERESA M

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-Lincoln Fin'l Media

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/03/2006 | | A | | 15,325.35 | A | (1) 15,325.35 |
| | | | | | | D | |

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

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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) | 8. Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 33.01 | 04/03/2006 | | A | | 49,077 | | 04/03/2006 | 02/08/2008 | Common Stock | 49,077 |
| Employee Stock Option (Right to Buy) | \$ 42.33 | 04/03/2006 | | A | | 49,077 | | 04/03/2006 | 02/07/2009 | Common Stock | 49,077 |
| Employee Stock Option (Right to Buy) | \$ 32.97 | 04/03/2006 | | A | | 65,436 | | 04/03/2006 | 02/13/2010 | Common Stock | 65,436 |
| Employee Stock Option (Right to Buy) | \$ 42.68 | 04/03/2006 | | A | | 40,897 | | 04/03/2006 | 02/11/2011 | Common Stock | 40,897 |
| Employee Stock Option (Right to Buy) | \$ 40.55 | 04/03/2006 | | A | | 27,265 | | 04/03/2006 | 11/04/2011 | Common Stock | 27,265 |
| Employee Stock Option (Right to Buy) | \$ 43.82 | 04/03/2006 | | A | | 59,983 | | 04/03/2006 | 02/10/2012 | Common Stock | 59,983 |
| Employee Stock Option (Right to Buy) | \$ 34.58 | 04/03/2006 | | A | | 54,530 | | 04/03/2006 | 02/09/2013 | Common Stock | 54,530 |
| | \$ 48.58 | 04/03/2006 | | A | | 54,530 | | 04/03/2006 | 02/08/2014 | | 54,530 |

Employee
Stock
Option
(Right to
Buy)

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 45.73

04/03/2006

A

59,983

04/03/2006

02/13/2015

Common
Stock

59,9

Employee
Stock
Option
(Right to
Buy)

\$ 53.6

04/03/2006

A

54,530

02/13/2007⁽¹¹⁾

02/12/2016

Common
Stock

54,5

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STONE THERESA M CENTRE SQUARE-WEST TOWER 1500 MARKET ST., SUITE 3900 PHILADELPHIA, PA 19102 | | | President-Lincoln Fin'l Media | |

Signatures

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

04/05/2006

**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 45,000 shares of Jefferson-Pilot Corporation common stock for \$36.00 per share.
- (3) Received in the Merger in exchange for an employee stock option to acquire 45,000 shares of Jefferson-Pilot Corporation common stock for \$46.17 per share.
- (4) Received in the Merger in exchange for an employee stock option to acquire 60,000 shares of Jefferson-Pilot Corporation common stock for \$35.96 per share.
- (5) Received in the Merger in exchange for an employee stock option to acquire 37,500 shares of Jefferson-Pilot Corporation common stock for \$46.55 per share.
- (6) Received in the Merger in exchange for an employee stock option to acquire 25,000 shares of Jefferson-Pilot Corporation common stock for \$44.22 per share.
- (7)

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Received in the Merger in exchange for an employee stock option to acquire 55,000 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 50,000 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 50,000 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 55,000 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 50,000 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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