

LINCOLN NATIONAL CORP

Form 4

March 09, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GLASS DENNIS R

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)
03/06/2015

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
President & CEO

RADNOR, PA 19087

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	(A) or (D)	Price	
Common Stock	03/06/2015		M		278,103	A	\$ 53.6035	954,402.77 D
Common Stock	03/06/2015		M		134,283	A	\$ 30.64	1,088,685.77 D
Common Stock	03/06/2015		M		164,085	A	\$ 24.99	1,252,770.77 D
Common Stock	03/06/2015		S		278,103	D	\$ 59	974,667.77 D
Common Stock	03/06/2015		S		111,683	D	\$ 59.2731 (1)	862,984.77 D

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Common Stock	03/06/2015	S	22,600	D	\$ (2) 60.1938	840,384.77	D	
Common Stock	03/06/2015	S	140,065	D	\$ (3) 59.1988	700,319.77	D	
Common Stock	03/06/2015	S	24,020	D	\$ (4) 60.1307	676,299.77	D	
Common Stock						1,177.9 (5)	I	By 401(k)

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)

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 of Number of Shares
Common Stock	\$ 53.6035	03/06/2015		M	278,103	(6) 02/12/2016	Common Stock 278,103
Common Stock	\$ 30.64	03/06/2015		M	134,283	(7) 02/23/2021	Common Stock 134,283
Common Stock	\$ 24.99	03/06/2015		M	164,085	(8) 02/22/2022	Common Stock 164,085

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GLASS DENNIS R 150 N. RADNOR-CHESTER ROAD RADNOR, PA 19087	President & CEO

Signatures

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

03/09/2015

__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) The price reported in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$59.00 to \$59.97, 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 1 to this Form.

(2) The price reported in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$60.00 to \$60.43, 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 \$59.00 to \$59.97, 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 \$60.00 to \$60.36, 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) Represents routine transactions in the Company's 401(k) Plan from 2/2/2015 to 3/2/2015.

(6) The option vested in three equal installments on February 12, 2007, 2008 and 2009.

(7) The option vested in three equal installments on February 23, 2012, 2013 and 2014.

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

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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