

KONEN MARK E
Form 4
March 04, 2013

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 *
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)
150 N. RADNOR-CHESTER ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President - Ins. Sol. & Ann.

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 (A) or (D) Price		
Common Stock	02/28/2013		A		14,954 (1) \$ 0	D	
Common Stock	03/04/2013		S		1,050 (2) \$ 29.93	D	
Common Stock	03/04/2013		S		500 (2) \$ 29.9301	D	
Common Stock	03/04/2013		S		195 (2) \$ 29.9325	D	
Common Stock	03/04/2013		S		2,883 (2) \$ 29.935	D	

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Common Stock	03/04/2013	S	256 ⁽²⁾	D	\$ 29.938	73,915.7	D	
Common Stock	03/04/2013	S	100 ⁽²⁾	D	\$ 29.94	73,815.7	D	
Common Stock						5,425.96 ⁽³⁾	I	By 401(k)
Common Stock						68,457	I	By family trust

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

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 29.54	02/28/2013		A	72,795	02/28/2014 ⁽⁴⁾	02/28/2023	Common Stock	72,795

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KONEN MARK E 150 N. RADNOR-CHESTER ROAD RADNOR, PA 19087			President - Ins. Sol. & Ann.	

Signatures

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

03/04/2013

__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) Grant of restricted stock units representing a contingent right to receive shares of LNC common Stock. The restricted stock units vest on February 28, 2016.
- (2) The reporting person engaged in the open market sale of these shares to cover additional taxes owed with respect to the restricted stock units that vested on February 22, 2013.
- (3) Represents routine transactions in the Company's 401(k) Plan from 2/1/2013 to 3/1/2013.
- (4) The option vests ratably over 3 years beginning on the first anniversary of the grant date.

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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