

LINCOLN NATIONAL CORP

Form 4/A

March 13, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
GLAZIER JASON

(Last) (First) (Middle)

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

(Street)

PHILADELPHIA, PA 19102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
LINCOLN NATIONAL CORP
[LNC]3. Date of Earliest Transaction
(Month/Day/Year)
03/09/20064. If Amendment, Date Original
Filed(Month/Day/Year)
02/22/20065. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
SVP & CTO6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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	02/22/2006		M		25,000	A	\$ 43.48
Common Stock	02/22/2006		M		18,750	A	\$ 52.1
Common Stock	02/22/2006		S		6,900	D	\$ 56.99
Common Stock	02/22/2006		S		100	D	\$ 57.01
	02/22/2006		S		1,400	D	

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Common Stock					\$ 57.02		
Common Stock	02/22/2006	S	1,900	D	\$ 57.03	37,743.64	D
Common Stock	02/22/2006	S	600	D	\$ 57.04	37,143.64	D
Common Stock	02/22/2006	S	1,800	D	\$ 57.05	35,343.64	D
Common Stock	02/22/2006	S	800	D	\$ 57.06	34,543.64	D
Common Stock	02/22/2006	S	600	D	\$ 57.07	33,943.64	D
Common Stock	02/22/2006	S	900	D	\$ 57.08	33,043.64	D
Common Stock	02/22/2006	S	2,500	D	\$ 57.09	30,543.64	D
Common Stock	02/22/2006	S	1,800	D	\$ 57.1	28,743.64	D
Common Stock	02/22/2006	S	1,700	D	\$ 57.11	27,043.64	D
Common Stock	02/22/2006	S	2,700	D	\$ 57.13	24,343.64	D
Common Stock	02/22/2006	S	1,200	D	\$ 57.14	23,143.64	D
Common Stock	02/22/2006	S	3,300	D	\$ 57.15	19,843.64	D
Common Stock	02/22/2006	S	200	D	\$ 57.16	19,643.64	D
Common Stock	02/22/2006	S	900	D	\$ 57.17	18,743.64	D
Common Stock	02/22/2006	S	800	D	\$ 57.18	17,943.64	D
Common Stock	02/22/2006	S	800	D	\$ 57.19	17,143.64	D
Common Stock	02/22/2006	S	2,000	D	\$ 57.2	15,143.64	D
Common Stock	02/22/2006	S	1,300	D	\$ 57.21	13,843.64	D
Common Stock	02/22/2006	S	7,550	D	\$ 57.22	6,293.64	D
	02/22/2006	S	2,000	D		4,393.64	D

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Common Stock	\$ 57.23			
Common Stock	575.32 ⁽¹⁾	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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 43.48	02/22/2006		M		25,000		03/08/2002 ⁽²⁾	03/08/2011	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 52.1	02/22/2006		M		18,750		03/14/2003 ⁽³⁾	03/14/2012	Common Stock	18,750

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GLAZIER JASON CENTRE SQUARE-WEST TOWER 1500 MARKET ST., SUITE 3900 PHILADELPHIA, PA 19102	SVP & CTO

Signatures

/s/ Dennis L. Schoff,
Attorney-in-Fact

03/13/2006

__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) Represents routine transactions in the Company's 401(k) Plan from 6/1/05 to 2/1/06.
- (2) The option is exercisable in four equal annual installments, which began on 3/8/2002.
- (3) The option is exercisable in four equal annual installments, which began on 3/14/2003.

Remarks:

Amendment reflects that reporting person is no longer a Section 16 Officer.

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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