

LINCOLN NATIONAL CORP
 Form 4
 September 02, 2014

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 *
 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)
 09/02/2014

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 VP & 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	Price	
Common Stock	09/02/2014		M		5,281	A \$ 30.64	14,373.94 ⁽¹⁾ D
Common Stock	09/02/2014		M		6,451	A \$ 24.99	20,824.94 D
Common Stock	09/02/2014		M		4,588	A \$ 29.54	25,412.94 D
Common Stock	09/02/2014		S		16,320	D \$ 55.6392 ⁽²⁾	9,092.94 D
Common Stock							4,668.28 ⁽³⁾ I

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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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 30.64	09/02/2014		M	5,281	02/23/2012 ⁽⁴⁾ 02/23/2021	Common Stock	5,281
Employee Stock Option (Right to Buy)	\$ 24.99	09/02/2014		M	6,451	02/22/2013 ⁽⁵⁾ 02/22/2022	Common Stock	6,451
Employee Stock Option (Right to Buy)	\$ 29.54	09/02/2014		M	4,588	02/28/2014 ⁽⁶⁾ 02/28/2023	Common Stock	4,588

Reporting Owners

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

Signatures

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

09/02/2014

__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 42.91 shares acquired through dividend reinvestment since the reporting person's last report.

The price reported in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$55.60 to \$55.71, 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) Represents routine transactions in the Company's 401(k) Plan from 4/1/2014 to 8/1/2014.

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

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

(6) 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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