**BOSCIA JON A** Form 4 January 06, 2006

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person \* **BOSCIA JON A** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

LINCOLN NATIONAL CORP

3. Date of Earliest Transaction

(Check all applicable)

Chairman & CEO

[LNC]

(Last) (First) (Middle)

(Street)

(Month/Day/Year)

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below)

01/05/2006

**CENTRE SQUARE-WEST** TOWER, 1500 MARKET ST.,

**SUITE 3900** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ 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. Transa Code (Instr.		n(A) or Dis	I. Securities Acquired A) or Disposed of (D) Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/05/2006		Code M	V	Amount 36,000	(D)	Price \$ 22.69	(Instr. 3 and 4) 191,755.3	D	
Common Stock	01/05/2006		F		21,624	D	\$ 53.91	170,131.3	D	
Common Stock	01/05/2006		G(4)	V	14,376	D	\$ 0	155,755.3	D	
Common Stock	01/05/2006		G(4)	V	14,376	A	\$ 0	47,804	I	By Spouse
								61,647.78 (1)	I	By 401(k)

Common Stock

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 tiorDerivative Securities Acquired ) (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 22.69	01/05/2006		M		36,000	05/08/1997 <u>(2)</u>	05/08/2006	Common Stock
Employee Stock Option (Right to Buy) (3)	\$ 53.91	01/05/2006		A	15,152		04/08/2006	05/08/2006	Common Stock

Relationshins

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BOSCIA JON A CENTRE SQUARE-WEST TOWER 1500 MARKET ST., SUITE 3900 PHILADELPHIA, PA 19102	X		Chairman & CEO				
0!							

### **Signatures**

/s/ C. Suzanne Womack,
Attorney-in-Fact 01/06/2006

\*\*Signature of Reporting Person Date

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## **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 12/1/05.
- (2) The option is exercisable in four equal annual installments, which began on 5/8/1997.
- (3) Reload option grant.
- (4) This transaction involved a gift of securities by the reporting person to his spouse.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.