

VAUGHAN RICHARD C

Form 4

December 01, 2004

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VAUGHAN RICHARD C

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2004

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
EVP & Chief Financial Officer

(Street)
PHILADELPHIA, PA 19102

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	11/29/2004		M		29,000	A	\$ 22.69	76,502.17	D	
Common Stock	11/29/2004		S		2,000	D	\$ 46.45	74,502.17	D	
Common Stock	11/29/2004		S		1,000	D	\$ 46.46	73,502.17	D	
Common Stock	11/29/2004		S		6,000	D	\$ 46.47	67,502.17	D	
	11/29/2004		S		2,000	D		65,502.17	D	

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Common Stock					\$ 46.48			
Common Stock	11/29/2004	S	3,000	D	\$ 46.53	62,502.17	D	
Common Stock	11/29/2004	S	2,000	D	\$ 46.58	60,502.17	D	
Common Stock	11/29/2004	S	9,000	D	\$ 46.59	51,502.17	D	
Common Stock	11/29/2004	S	4,000	D	\$ 46.6	47,502.17 ⁽¹⁾	D	
Common Stock						2,228.58 ⁽²⁾	I	By 401(k) Plan
Common Stock						18,020	I	By Trust
Common Stock						35,436	I	By Trust

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.69	11/29/2004		M	29,000	⁽³⁾ 05/08/2006	Common Stock 29,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director	10% Owner	Officer	Other
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VAUGHAN RICHARD C
CENTRE SQUARE WEST TOWER
1500 MARKET ST., SUITE 3900
PHILADELPHIA, PA 19102

EVP & Chief
Financial
Officer

Signatures

C. Suzanne Womack, POA for Richard C.
Vaughan

12/01/2004

__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 47,502.17 shares previously reported as DCP Phantom Stock Units, which the reporting person is now reporting as Common Stock because the shares can only be settled in shares of the Company's Common Stock.
- (2) Represents routine transactions in the Company's 401(k) Plan.
- (3) Vested in four equal annual installments beginning on 5/8/97.

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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