BOSCIA JON A Form 4/A January 09, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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

(Check all applicable)

Chairman & CEO

[LNC]

(Middle)

(Last) (First) 3. Date of Earliest Transaction

_X__ Director 10% Owner

(Month/Day/Year)

01/05/2006

X_ Officer (give title _ Other (specify below)

CENTRE SQUARE-WEST TOWER, 1500 MARKET ST.,

(Street)

SUITE 3900

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

01/06/2006

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

PHILADELPHIA, PA 19102

(City)	(State)	(Zip) Tabl	e I - No	n-D	erivative S	Securi	ties Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			of (D)	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)	
Common Stock	01/05/2006		M		36,000	A	\$ 22.69	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 <u>(1)</u>	V	14,376	D	\$ 0	155,755.3	D	
Common Stock	01/05/2006		G <u>(1)</u>	V	14,376	A	\$ 0	47,804	I	By Spouse
									I	By 401(k)

Common 21,647.78 (2)
Stock (3)

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.

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 ionDerivative 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(4)	05/08/2006	Common Stock
Employee Stock Option (Right to Buy) (5)	\$ 53.91	01/05/2006		A	15,152		04/08/2006	05/08/2006	Common Stock

Relationshins

Reporting Owners

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

Signatures

/s/ C. Suzanne Womack,
Attorney-in-Fact 01/09/2006

**Signature of Reporting Person Date

Reporting Owners 2

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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) This transaction involved a gift of securities by the reporting person to his spouse.
- (2) Represents routine transactions in the Company's 401(k) Plan from 6/1/05 to 12/1/05.
- (3) Amended form corrects a typographical error of the reporting person's holdings in the Company's 401(k) Plan.
- (4) The option is exercisable in four equal annual installments, which began on 5/8/1997.
- (5) Reload option grant.

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.