

KONEN MARK E  
Form 4  
March 04, 2013

**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 \*  
KONEN MARK E

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)  
02/28/2013

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
President - Ins. Sol. & Ann.

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 (A) or (D) Price   |  |   |
| Common Stock                    | 02/28/2013                           |  | A                              |   | 14,954 (1) \$ 0   | D  |   |
| Common Stock                    | 03/04/2013                           |  | S                              |   | 1,050 (2) \$ 29.93  | D  |   |
| Common Stock                    | 03/04/2013                           |  | S                              |   | 500 (2) \$ 29.9301  | D  |   |
| Common Stock                    | 03/04/2013                           |  | S                              |   | 195 (2) \$ 29.9325  | D  |   |
| Common Stock                    | 03/04/2013                           |  | S                              |   | 2,883 (2) \$ 29.935   | D  |   |

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|              |            |   |                    |   |           |                         |   |                 |
|--------------|------------|---|--------------------|---|-----------|-------------------------|---|-----------------|
| Common Stock | 03/04/2013 | S | 256 <sup>(2)</sup> | D | \$ 29.938 | 73,915.7                | D |                 |
| Common Stock | 03/04/2013 | S | 100 <sup>(2)</sup> | D | \$ 29.94  | 73,815.7                | D |                 |
| Common Stock |            |   |                    |   |           | 5,425.96 <sup>(3)</sup> | I | By 401(k)       |
| Common Stock |            |   |                    |   |           | 68,457                  | I | By family trust |

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.**

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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 Security (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 29.54   | 02/28/2013                           |  | A                              | 72,795  | 02/28/2014 <sup>(4)</sup>                                | 02/28/2023  | Common Stock | 72,795                     |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| KONEN MARK E<br>150 N. RADNOR-CHESTER ROAD<br>RADNOR, PA 19087 |               |           | President - Ins. Sol. & Ann. |       |

## Signatures

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

03/04/2013

\_\_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) Grant of restricted stock units representing a contingent right to receive shares of LNC common Stock. The restricted stock units vest on February 28, 2016.
- (2) The reporting person engaged in the open market sale of these shares to cover additional taxes owed with respect to the restricted stock units that vested on February 22, 2013.
- (3) Represents routine transactions in the Company's 401(k) Plan from 2/1/2013 to 3/1/2013.
- (4) The option vests ratably over 3 years beginning on the first anniversary of the grant date.

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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