

LINCOLN NATIONAL CORP
Form 4
November 21, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
SCHOFF DENNIS L

2. Issuer Name and Ticker or Trading Symbol
LINCOLN NATIONAL CORP
[LNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP & General Counsel

(Last) (First) (Middle)
CENTRE SQUARE-WEST
TOWER, 1500 MARKET ST.,
SUITE 3900

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2006

(Street)
PHILADELPHIA, PA 19102

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/17/2006		M	2,000	A \$ 29.47	29,208.49	D
Common Stock	11/17/2006		M	2,200	A \$ 44.93	31,408.49	D
Common Stock	11/17/2006		M	650	A \$ 24.72	32,058.49	D
Common Stock	11/17/2006		M	30,500	A \$ 25.11	62,558.49	D
	11/17/2006		F	22,665	D	39,893.49 ⁽¹⁾	D

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Common Stock \$ 65.49
 Common Stock 4,925.92 ⁽²⁾ I By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
Employee Stock Option (Right to Buy)	\$ 29.47	11/17/2006		M	2,000	05/14/1998 ⁽³⁾ 05/14/2007	Common Stock
Employee Stock Option (Right to Buy)	\$ 44.93	11/17/2006		M	2,200	05/13/1999 ⁽⁴⁾ 05/13/2008	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.72	11/17/2006		M	650	03/09/2001 ⁽⁵⁾ 03/09/2010	Common Stock
Employee Stock Option (Right to Buy)	\$ 25.11	11/17/2006		M	30,500	03/09/2006 03/13/2013	Common Stock
Employee Stock Option (Right to Buy)	\$ 65.49	11/17/2006		A	245	11/17/2008 03/09/2010	Common Stock

