

LINCOLN NATIONAL CORP
 Form 4/A
 February 08, 2007

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

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 *
 STONECIPHER DAVID A

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)

3. Date of Earliest Transaction (Month/Day/Year)
 04/03/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/03/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	04/03/2006		A		217,574.35	A	(2) 217,574.35
						D	

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)

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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 Number of Shares
Employee Stock Option (Right to Buy)	\$ 23.59	04/03/2006		A		294,462		04/03/2006	02/09/2007	Common Stock	294,462
Employee Stock Option (Right to Buy)	\$ 29.65	04/03/2006		A		245,385		04/03/2006	09/14/2007	Common Stock	245,385
Employee Stock Option (Right to Buy)	\$ 31.25	04/03/2006		A		245,385		04/03/2006	01/05/2008	Common Stock	245,385
Employee Stock Option (Right to Buy)	\$ 33.01	04/03/2006		A		196,308		04/03/2006	02/08/2008	Common Stock	196,308
Employee Stock Option (Right to Buy)	\$ 42.33	04/03/2006		A		149,957		04/03/2006	02/07/2009	Common Stock	149,957
Employee Stock Option (Right to Buy)	\$ 32.97	04/03/2006		A		327,180		04/03/2006	12/31/2009	Common Stock	327,180
Employee Stock Option (Right to Buy)	\$ 42.68	04/03/2006		A		479,864		04/03/2006	12/31/2009	Common Stock	479,864
Employee Stock Option	\$ 43.82	04/03/2006		A		272,650		04/03/2006	02/10/2012	Common Stock	272,650

(Right to Buy)

Employee

Stock

Option	\$ 34.58	04/03/2006		A	272,650	04/03/2006	12/31/2009	Common Stock	272,6
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(Right to Buy)

Employee

Stock

Option	\$ 48.59	04/03/2006		A	354,445	04/03/2006	02/08/2014	Common Stock	354,4
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(Right to Buy)

Employee

Stock

Option	\$ 45.1	04/03/2006		A	272,650	04/03/2006	11/29/2014	Common Stock	272,6
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(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STONECIPHER DAVID A CENTRE SQUARE-WEST TOWER 1500 MARKET ST., SUITE 3900 PHILADELPHIA, PA 19102	X			

Signatures

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

02/07/2007

__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) Form is being amended to remove footnote 12 of the original form.
 - (2) Estimate of LNC common Stock received in the merger of Jefferson-Pilot Corporation into a subsidiary of Lincoln National Corporation (the "Merger") in exchange for Jefferson-Pilot common stock pursuant to a cash/stock election based on a preliminary proration factor.
 - (3) Received in the Merger in exchange for an employee stock option to acquire 270,000 shares of Jefferson-Pilot Corporation common stock for \$25.72 per share.
 - (4) Received in the Merger in exchange for an employee stock option to acquire 225,000 shares of Jefferson-Pilot Corporation common stock for \$32.33 per share.
 - (5) Received in the Merger in exchange for an employee stock option to acquire 225,000 shares of Jefferson-Pilot Corporation common stock for \$34.08 per share.
 - (6) Received in the Merger in exchange for an employee stock option to acquire 180,000 shares of Jefferson-Pilot Corporation common stock for \$36.00 per share.

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- (7) Received in the Merger in exchange for an employee stock option to acquire 137,500 shares of Jefferson-Pilot Corporation common stock for \$46.17 per share.
- (8) Received in the Merger in exchange for an employee stock option to acquire 300,000 shares of Jefferson-Pilot Corporation common stock for \$35.96 per share.
- (9) Received in the Merger in exchange for an employee stock option to acquire 440,000 shares of Jefferson-Pilot Corporation common stock for \$46.55 per share.
- (10) Received in the Merger in exchange for an employee stock option to acquire 250,000 shares of Jefferson-Pilot Corporation common stock for \$47.79 per share.
- (11) Received in the Merger in exchange for an employee stock option to acquire 250,000 shares of Jefferson-Pilot Corporation common stock for \$37.71 per share.
- (12) Received in the Merger in exchange for an employee stock option to acquire 325,000 shares of Jefferson-Pilot Corporation common stock for \$52.99 per share.
- (13) Received in the Merger in exchange for an employee stock option to acquire 250,000 shares of Jefferson-Pilot Corporation common stock for \$49.19 per share.

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.