

September 16, 2004

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[_] Written communications pursuant to Rule 425 under the Securities Act
 (17 CFR 230.425)

[_] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17
 CFR 240.14a-12)

[_] Pre-commencement communications pursuant to Rule 14d-2(b) under the
 Exchange Act (17 CFR 240.14d-2(b))

[_] Pre-commencement communications pursuant to Rule 13e-4(c) under the
 Exchange Act (17 CFR 240.13e-4 (c))
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Section 8 - Other Events

Item 8.01 Other Events.

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On September 16, 2004, the Registrant issued the press release filed herewith as Exhibit 99.1 announcing the declaration of a cash dividend.

### Section 9 - Financial Statements and Exhibits

#### Item 9.01 Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

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The following Exhibits are being furnished herewith:

99.1 Registrant's Press Release dated September 16, 2004.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

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FIRST NATIONAL LINCOLN CORPORATION

By: /s/ F. STEPHEN WARD

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F. Stephen Ward  
Treasurer and Chief Financial Officer

Dated: September 16, 2004

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Exhibit Index  
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Exhibit  
Number  
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Description of Exhibit  
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|      |                                                   |
|------|---------------------------------------------------|
| 99.1 | Registrant's Press Release dated August 26, 2004. |
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