

LINCOLN NATIONAL CORP
 Form 4
 November 22, 2016

FORM 4

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

OMB APPROVAL

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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 *
HENDERSON GEORGE W III

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)
11/22/2016

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

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)			
Common Stock	11/22/2016		M		4,151	A	\$ 10.36	26,234.54	D
Common Stock	11/22/2016		M		3,924	A	\$ 14.42	30,158.54	D
Common Stock	11/22/2016		M		2,653	A	\$ 25.78	32,811.54	D
Common Stock	11/22/2016		M		2,960	A	\$ 30.64	35,771.54	D
Common Stock	11/22/2016		M		5,114	A	\$ 24.99	40,885.54	D

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Common Stock	11/22/2016		M	5,872	A	\$ 29.54	46,757.54	D
Common Stock	11/22/2016		S	16,599	D	\$ 63.6766 <u>(1)</u>	30,158.54	D

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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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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.36	11/22/2016		M	4,151	02/23/2010 02/23/2019	Common Stock	4,151	
Employee Stock Option (Right to Buy)	\$ 14.42	11/22/2016		M	3,924	05/13/2010 05/13/2019	Common Stock	3,924	
Employee Stock Option (Right to Buy)	\$ 25.78	11/22/2016		M	2,653	02/22/2011 02/22/2020	Common Stock	2,653	
Employee Stock Option (Right to Buy)	\$ 30.64	11/22/2016		M	2,960	02/23/2012 02/23/2021	Common Stock	2,960	

