

LINCOLN NATIONAL CORP
 Form 4
 February 15, 2017

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 *
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)
02/13/2017

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
President - Ins. Sol. and 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)
Common Stock	02/13/2017		M	25,000 A	\$ 70.66 130,567.65 <u>(1)</u>	D	
Common Stock	02/13/2017		S	25,000 D	\$ 71.18 105,567.65	D	
Common Stock	02/14/2017		M	19,140 A	\$ 70.66 124,707.65	D	
Common Stock	02/14/2017		M	5,860 A	\$ 29.54 130,567.65	D	
Common Stock	02/14/2017		S	25,000 D	\$ 72.1272 <u>(2)</u> 105,567.65	D	

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 70.66	02/13/2017		M	25,000	⁽³⁾ 02/22/2017	Common Stock 25,000
Employee Stock Option (Right to Buy)	\$ 70.66	02/14/2017		M	19,140	⁽³⁾ 02/22/2017	Common Stock 19,140
Employee Stock Option (Right to Buy)	\$ 29.54	02/14/2017		M	5,860	⁽⁴⁾ 02/28/2023	Common Stock 5,860

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KONEN MARK E
150 N. RADNOR-CHESTER ROAD
RADNOR, PA 19087

President - Ins. Sol. and Ann.

Signatures

/s/ Nancy A. Smith,
Attorney-in-Fact

02/15/2017

