

KELLY GARY C
Form 4
May 03, 2019

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLY GARY C

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**

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2019

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

(Street)

RADNOR, PA 19087

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)	Price		
Common Stock	05/03/2019		M		441	A	\$ 23.3	441	D
Common Stock	05/03/2019		M		2,653	A	\$ 25.78	3,094	D
Common Stock	05/03/2019		M		2,960	A	\$ 30.64	6,054	D
Common Stock	05/03/2019		M		5,114	A	\$ 24.99	11,168	D
Common Stock	05/03/2019		M		5,872	A	\$ 29.54	17,040	D

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Common Stock	05/03/2019	S	17,040	D	\$ 66.63	0	D
					(1)		

Common Stock						3,000	I	By Family Trust (2)
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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)

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)	\$ 23.3	05/03/2019		M		441		11/04/2010	11/04/2019	Common Stock	441
Employee Stock Option (Right to Buy)	\$ 25.78	05/03/2019		M		2,653		02/22/2011	02/22/2020	Common Stock	2,653
Employee Stock Option (Right to Buy)	\$ 30.64	05/03/2019		M		2,960		02/23/2012	02/23/2021	Common Stock	2,960
Employee Stock Option (Right to Buy)	\$ 24.99	05/03/2019		M		5,114		02/22/2013	02/22/2022	Common Stock	5,114

Employee Stock Option (Right to Buy)	\$ 29.54	05/03/2019	M	5,872	02/28/2014	02/28/2023	Common Stock	5,872
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY GARY C 150. N. RADNOR-CHESTER ROAD RADNOR, PA 19087				

Signatures

/s/ Nancy A. Smith, Attorney-in-Fact	05/03/2019
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**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.35 to \$66.85, inclusive. The reporting person undertakes to provide Lincoln National Corporation, any security holder of Lincoln National Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1.
- (2) These shares are held in trust for the benefit of the reporting person's descendants. The reporting person's spouse is trustee of the trust.

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.