

GOTTA JOHN

Form 4/A

December 15, 2004

**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 \*  
**GOTTA JOHN**

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)

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

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/13/2004**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**EVP & CEO-LNL**

**PHILADELPHIA, PA 19102**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**12/14/2004**

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	12/13/2004		M	31,430 A	\$ 24.72	52,680.24	D
Common Stock	12/13/2004		F	16,930 D	\$ 45.89	35,750.24	D
Common Stock	12/13/2004		F	4,560 D	\$ 45.89	31,190.24 <sup>(1)</sup>	D
Common Stock					5,929.47 <sup>(2)</sup>	I	By 401(k)

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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 Underlying Se (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 24.72	12/13/2004		M	31,430	03/09/2001 <sup>(3)</sup> 03/09/2010	Common Stock
Employee Stock (Right to Buy) <sup>(4)</sup>	\$ 45.89	12/13/2004		A	16,930	12/13/2006 03/09/2010	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOTTA JOHN CENTRE SQUARE WEST TOWER 1500 MARKET ST., SUITE 3900 PHILADELPHIA, PA 19102	EVP & CEO-LNL

## Signatures

/s/C. Suzanne Womack,  
Attorney-in-fact  
\_\_\_\_\_  
Signature of Reporting Person

12/14/2004  
\_\_\_\_\_  
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) Includes 4,319.24 shares previously reported as DCP Phantom Stock Units including dividend reinvestments, which the reporting person is now reporting as Common Stock because the shares can only be settled in shares of the Company's Common Stock.

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- (2) Represents routine transactions in the Company's 401(k) Plan.
- (3) The option is exercisable in four equal annual installments, which began on 3/9/2001.
- (4) Option to acquire shares resulting from reload exercise. The reload option expiration date is the same as the original option expiration date. Form is being amended to correct signature line.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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