

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)

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

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

150 N. RADNOR-CHESTER ROAD

11/22/2016

(Street)

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

RADNOR, PA 19087

(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 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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(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 (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

