#### DAVIS GEORGE E

Form 4

January 28, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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0.5

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Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* DAVIS GEORGE E

2. Issuer Name and Ticker or Trading

Symbol

LINCOLN NATIONAL CORP [LNC]

(Check all applicable)

**SVP Human Resources** 

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X\_ Officer (give title below)

Director

10% Owner Other (specify

CENTRE SQUARE WEST TOWER, 1500 MARKET ST.,

**SUITE 3900** 

4. If Amendment, Date Original

Applicable Line)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

03/31/2004

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

PHILADELPHIA, PA 19102

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: DAVIS GEORGE E - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number		6. Date Exercisable and		7. Title and Amount of		8. Pric	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative			Expiration Date		Underlying Securities		Deriva
Security	or Exercise		any	Code	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)		Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquire	d					(Instr.
	Derivative				(A) or						
	Security				Dispose	d of					
					(D)						
					(Instr. 3,	, 4,					
					and 5)						
				Code V	(A)	(D)	Date	Expiration	Title	Amount	
					()	(-)	Exercisable	Date		or	
										Number	
										of	
										Shares	
Phantom	(2)	02/21/2004		٨	441.2		(3)	(3)	Common	441.2	¢ 47
Stock (1)	<u>(2)</u>	03/31/2004		Α	441.3		(3)	(5)	Stock	441.3	\$ 47

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

DAVIS GEORGE E CENTRE SQUARE WEST TOWER 1500 MARKET ST., SUITE 3900 PHILADELPHIA, PA 19102

SVP Human Resources

## **Signatures**

/s/ C. Suzanne Womack, Attorney-in-Fact

01/27/2005

\*\*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).
  - This Phantom Stock was awarded pursuant to a discretionary match under the LNC Executive Deferred Compensation Plan for
- (1) Employees ("Plan") and is only payable in Common Stock of the company. The reporting person began reporting Phantom Stock payable in Common Stock in Table I for transactions occurring after 11/29/04.
- (2) 1-For-1
- (3) The shares of Phantom Stock become payable at a fixed date elected in advance by the reporting person or at retirement.
- (4) Includes shares received pursuant to dividend reinvestment under the Plan.

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.

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