

Miller Douglas N
Form 3/A
February 24, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Miller Douglas N</p> <p>(Last) (First) (Middle)</p> <p>CENTRE SQUARE WEST TOWER,Â 1500 MARKET ST., SUITE 3900</p> <p>(Street)</p> <p>PHILADELPHIA,Â PAÂ 19102</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/14/2004</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>LINCOLN NATIONAL CORP [LNC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP & CAO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>05/26/2004</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	374.05	D	Â
Common Stock	3,790.06	I	By 401 (k)

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	05/14/2007	Common Stock	900	\$ 29.47	D	Â
Employee Stock Option (Right to Buy)	Â (3)	05/13/2008	Common Stock	900	\$ 44.93	D	Â
Employee Stock Option (Right to Buy)	Â (4)	05/12/2009	Common Stock	2,600	\$ 50.83	D	Â
Employee Stock Option (Right to Buy)	Â (5)	03/09/2010	Common Stock	1,900	\$ 24.72	D	Â
Employee Stock Option (Right to Buy)	Â (6)	03/08/2011	Common Stock	1,500	\$ 43.48	D	Â
Employee Stock Option (Right to Buy)	Â (7)	03/14/2012	Common Stock	1,500	\$ 52.1	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Douglas N CENTRE SQUARE WEST TOWER 1500 MARKET ST., SUITE 3900 PHILADELPHIA, PA 19102	Â	Â	Â VP & CAO	Â

Signatures

/s/ Karen F. Kanjian,
Attorney-in-Fact

02/24/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 form is being amended to reflect indirect ownership of shares owned in the Company's 401(k) Plan, to report 122.09 shares as
- (1) Common Stock previously reported as DCP Phantom Stock Units in Table II because they are settled only in shares of the Company's common stock, and to remove references to Performance Stock Unit Awards, which are not derivative Securities.
 - (2) Vested in four equal annual installments beginning on 5/14/98.
 - (3) Vested in four equal annual installments beginning on 5/13/99.
 - (4) Vests in four equal annual installments beginning on 5/12/2000.
 - (5) Vests in four equal annual installments beginning on 3/9/2001.
 - (6) Vests in four equal annual installments beginning on 3/8/2002.
 - (7) Vests in four equal annual installments beginning on 3/14/03.

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