

LINCOLN NATIONAL CORP
Form 8-K
May 29, 2012

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

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

May 24, 2012

Date of Report (Date of earliest event reported)

Lincoln National Corporation
(Exact name of registrant as specified in its charter)

Indiana
(State or other jurisdiction
of incorporation)

1-6028
(Commission
File Number)

35-1140070
(IRS Employer
Identification No.)

150 N. Radnor Chester Road, Radnor, PA 19087
(Address of principal executive offices)(Zip Code)

(484) 583-1400
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
(17 CFR 240.14d-2(b))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
(17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders

- (a) The 2012 annual meeting of shareholders of Lincoln National Corporation (“LNC”) was held on May 24, 2012.
- (b) Shareholders voted on the matters set forth below.

Item 1. Election of Directors

The nominees for election to the Board of Directors were elected, each for a three-year term. For each nominee, the votes cast for, against, abstentions, and broker non-votes were as follows:

| Director Nominee | Aggregate Votes | | | |
|--------------------------|-----------------|------------|-------------|------------------|
| | For | Against | Abstentions | Broker Non-Votes |
| George W. Henderson, III | 211,067,666 | 3,563,668 | 3,002,442 | 27,340,987 |
| Eric G. Johnson | 201,839,125 | 13,260,977 | 2,533,673 | 27,340,988 |
| M. Leanne Lachman | 207,203,300 | 7,896,064 | 2,534,411 | 27,340,988 |
| Isaiah Tidwell | 210,239,055 | 4,395,231 | 2,999,489 | 27,340,988 |

Item 2. Ratification of Auditors

The proposal to ratify the appointment of Ernst & Young LLP as LNC’s independent registered public accounting firm for 2012 was approved. The votes cast for and against this proposal, as well as the abstentions were as follows:

| Aggregate Votes | | |
|-----------------|-----------|-------------|
| For | Against | Abstentions |
| 239,289,826 | 5,187,491 | 497,446 |

There were no broker non-votes for this item.

Item 3. Advisory Vote on Executive Compensation

The resolution to approve, on an advisory basis, the compensation of LNC’s executive officers named in the proxy statement for the 2012 annual meeting of shareholders was approved. The votes cast for and against this proposal, as well as the abstentions, were as follows:

| Aggregate Votes | | | |
|-----------------|------------|-------------|------------------|
| For | Against | Abstentions | Broker Non-Votes |
| 188,860,872 | 27,335,450 | 1,436,902 | 27,341,539 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LINCOLN NATIONAL
CORPORATION

By: /s/ Randal J. Freitag
Name: Randal J. Freitag
Title: Executive Vice President and
Chief Financial Officer

Date: May 29, 2012
