

LINCOLN NATIONAL CORP

Form 8-K

June 06, 2002

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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

June 3, 2002

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 (Commission (IRS
Employer of incorporation) File
Number) Identification No.)

1-6028

35-1140070

1500 Market Street, Suite 3900, Philadelphia, Pennsylvania 19102-2112
(Address of principal executive offices) (Zip Code)

(215) 448-1400

(Registrant's telephone number)

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Item 5. Other Events.

On June 3, 2002, Lincoln National Corporation ("Lincoln") issued \$250,000,000 principal amount of its 5.25% Notes due June 15, 2007 (the Notes) pursuant to an Underwriting Agreement dated May 29, 2002 (the Underwriting Agreement) and a Pricing Agreement dated May 29, 2002 (the Pricing Agreement) among Lincoln and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Salomon Smith Barney Inc., Banc One Capital Markets, Inc., First Union Securities, Inc. and Fleet Securities, Inc. The Notes were issued pursuant to that certain Indenture dated as of September 15, 1994 between Lincoln and The Bank of New York, as trustee. The Notes have been registered under the Securities Act of 1933 pursuant to Registration Statements on Form S-3, as amended (Nos. 333-84728, 33-59785 and 33-01433) (the Registration Statements) previously filed with the Securities and Exchange Commission under the Securities Act of 1933. Copies of the Underwriting Agreement, the Pricing Agreement, the form of Note, and opinion of counsel relating to the offering of the Notes pursuant to the Registration Statements are attached hereto as Exhibits 1.1, 1.2, 4.1 and 5.1, respectively, and are incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit Number | Description |
|-------------------|---|
| 1.1 | Underwriting Agreement dated May 29, 2002 |
| 1.2 | Pricing Agreement dated May 29, 2002 among Lincoln and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Salomon Smith Barney Inc., Banc One Capital Markets, Inc., First Union Securities, Inc. and Fleet Securities, Inc. |
| 4.1 | Form of Note |
| 5.1 | Opinion of Sonnenschein Nath & Rosenthal |

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/ John L. Steinkamp

Name: John L. Steinkamp

Title: Vice President

Date: June 6, 2002

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EXHIBIT INDEX

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|--|-------------|
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