CNO Financial Group, Inc.

Form 4

March 07, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 obligations may continue.

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).

Common

Stock

03/03/2017

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Nickele Christopher J			2. Issuer Name and Ticker or Trading Symbol CNO Financial Group Inc. [CNO]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	Middle) 3. 1	CNO Financial Group, Inc. [CNO] 3. Date of Earliest Transaction (Month/Day/Year)				(Check all applicable) Director 10% Owner			
11825 N. PENNSYLVANIA STREET			03/03/2017				X_ Officer (give title Other (specify below)			
			If Amendment, Da led(Month/Day/Year	Č			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CARMEL,	IN 46032						Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Table I - Non-D	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Code	4. Securiti or(A) or Dis (Instr. 3, 4	sposed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/03/2017		M	32,600	A	\$ 10.88	80,158	D		
						Φ				

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

S

32,600 D

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47,558

D

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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. Transactic Code (Instr. 8)	TransactiorDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 10.88	03/03/2017		M	32,600	<u>(1)</u>	02/27/2020	Common Stock	32,600	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nickele Christopher J 11825 N. PENNSYLVANIA STREET CARMEL, IN 46032

EVP and Chief Actuary

Signatures

Karl W. Kindig, Attorney-in-Fact

**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).
- (1) One-half of these options became exercisable on February 27, 2015 and the other one-half became exercisable on February 27, 2016.

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.

Reporting Owners 2