CNO Financial Group, Inc.

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

Form 5

February 03, 2017

<b>FORM</b>	15								OMB AF	PROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB Number:	3235-0362		
Check this no longer	subject	Washington, D.C. 20549							Expires:	January 31, 2005		
5 obligations may continue.			ATEMENT OF CHANGES IN BENE OWNERSHIP OF SECURITIES					FICIAL	Estimated a burden hour response	verage		
See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 Transactions Reported  30(h) of the Investment Company Act of 1940  Transactions Reported												
1. Name and Address of Reporting Person * Baude Bruce K.			2. Issuer Name <b>and</b> Ticker or Trading Symbol CNO Financial Group, Inc. [CNO]				Is	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2016				_	(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify				
C/O CNO FINANCIAL GROUP  below)							below) Ops & Tech O	fficer				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6.	6. Individual or Joint/Group Reporting  (check applicable line)				
CARMEL,Â	À INÂ 46032						_	C_Form Filed by C _Form Filed by M erson				
(City)	(State)	(Zip)	Tabl	e I - Non-Der	ivative Se	curitie	es Acquir	ed, Disposed of	, or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	4. Securi (A) or Di (Instr. 3,	(A) or	d of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/25/2016	Â		F	644	D	\$ 18.06 (1)	52,344	D	Â		

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.

SEC 2270

(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						_			or	
						Date	Expiration		Number	
						Exercisable	Date		of	
					(A) (D)				Shares	

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### **Reporting Owners**

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Baude Bruce K. C/O CNO FINANCIAL GROUP, INC. 11825 NORTH PENNSYLVANIA STREET CARMEL, IN 46032	Â	Â	EVP, Chief Ops & Tech Officer	Â				

## **Signatures**

Karl W. Kindig, Attorney-in-Fact 02/03/2017

\*\*Signature of Reporting Person

#### **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) Shares were surrendered to CNO Financial Group, Inc. to cover required tax withholding on vesting of restricted stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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