CNO Financial Group, Inc.

Form 4

February 15, 2017

### FORM 4

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

OMB Number: 3235-0287

Estimated average

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Section 16. Form 4 or 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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and A JOHNSON	2. Issuer Name <b>and</b> Ticker or Trading Symbol CNO Financial Group, Inc. [CNO]						5. Relationship of Reporting Person(s) to Issuer					
(T)	•						(Check all applicable)					
						ansaction			D: .	100	0	
11825 N. P	(Month/Day/Year)						Director 10% Owner X Officer (give title Other (specify					
STREET	02/13/2017						below) below) EVP, Chief Investment Officer					
(Street) 4				4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
									Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CARMEL,							Person					
(City)	(State)	(Zip)	Tabl	e I - Non	ı-D	erivative S	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date any (Month/Day/Y			Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)					5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
				Code	V	Amount	(D)	Price	(Ilistr. 3 and 4)			
Common stock	02/13/2017			M		70,000	A	\$ 6.45	348,023	D		
Common stock	02/13/2017			S		37,801	D	\$ 20.78	310,222	D		

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

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 1474

(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 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)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	\$ 6.45	02/13/2017		M	70,000	<u>(1)</u>	03/18/2017	Common Stock	70,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JOHNSON ERIC R 11825 N. PENNSYLVANIA STREET CARMEL, IN 46032

EVP, Chief Investment Officer

#### **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 vested on March 18, 2012 and the other one-half vested on March 18, 2013.

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