

CNO Financial Group, Inc.
Form 4
September 10, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nickele Christopher J

(Last) (First) (Middle)

11825 N. PENNSYLVANIA STREET

(Street)

CARMEL, IN 46032

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CNO Financial Group, Inc. [CNO]

3. Date of Earliest Transaction (Month/Day/Year)

09/06/2013

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Pres, Other CNO Business

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 09/06/2013 | | M | | 70,100 | A | \$ 6.45 |
| | | | | | | | 245,826 |
| Common Stock | 09/06/2013 | | S | | 70,100 | D | \$ 14.6009 |
| | | | | | | | 175,726 |
| Common Stock | 09/06/2013 | | M | | 11,400 | A | \$ 5.75 |
| | | | | | | | 187,126 |
| Common Stock | 09/06/2013 | | S | | 11,400 | D | \$ 14.6009 |
| | | | | | | | 175,726 |
| Common Stock | 09/09/2013 | | M | | 18,600 | A | \$ 5.75 |
| | | | | | | | 194,326 |

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Common Stock 09/09/2013 S 18,600 D \$ 14.608 175,726 D

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 6.45 | 09/06/2013 | | M | 70,100 | <u>(1)</u> 03/18/2017 | Common Stock | 70,100 |
| Stock Options | \$ 5.75 | 09/06/2013 | | M | 11,400 | <u>(2)</u> 05/06/2017 | Common Stock | 11,400 |
| Stock Options | \$ 5.75 | 09/09/2013 | | M | 18,600 | <u>(2)</u> 05/06/2017 | Common Stock | 18,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nickele Christopher J 11825 N. PENNSYLVANIA STREET CARMEL, IN 46032 | | | Pres, Other CNO Business | |

Signatures

Karl W. Kindig, Attorney-in-Fact 09/10/2013

**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.

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(2) One-half of these options vested on May 6, 2012 and the other one-half vested on May 6, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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