PRIEUR C JAMES Form 4 March 22, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number: January 31,

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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).

(Print or Type Responses)

03/18/2010

Stock

1. Name and Address of Reporting Person * PRIEUR C JAMES			2. Issuer Name and Ticker or Trading Symbol CONSECO INC. (CNO)				5. Relationship of Reporting Person(s) to Issuer					
			CONSECO INC [CNO]					(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction									
			(onth/Day/Year) 5/18/2010					X Director 10% Owner X Officer (give title Other (specify below) CEO				
(Street) 4. If Ar			4. If Ame	. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
				(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CARMEL, IN 46032							Person					
(City)	(State)	(Zip)	Tabl	e I - Non	-D	erivative Se	curiti	es Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction D	ate 2A. Dee	emed	3.		4. Securitie	s Acq	uired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Yea	r) Execution	on Date, if		tio	n(A) or Disp			Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code (Instr. 3, 4 and 5)				Beneficially	(D) or	Beneficial		
		(Month/	Day/Year)	(Instr. 8	)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
				Code '	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(IIIstr. 4)	(IIIstr. 4)	
Common	03/18/2010			٨		160 600	٨	(1)	1 030 600	D		

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

Α

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

1,030,600

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

160,600 A

(1)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (Instr. 3, 4, and 5)	Expi (Mor or O)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Α) (Γ	Date Exer	e ercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 6.45	03/18/2010		A	421,348		(2)	03/18/2017	Common Stock	421,348

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Marces	Director	10% Owner	Officer	Other		
PRIEUR C JAMES	37		CEO			
11825 N. PENNSYLVANIA STREET CARMEL, IN 46032	X		CEO			

# **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) Restricted stock grant with shares vesting in three equal annual installments commencing March 18, 2011.
- (2) One-half of these options vests on March 18, 2012 and the other one-half vests 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.

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