

CNO Financial Group, Inc.
Form 4
May 23, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Baude Bruce K.

(Last) (First) (Middle)

C/O CNO FINANCIAL GROUP,
INC., 11825 NORTH
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)
05/19/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP, Chief Ops & Tech Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(A) or (D)	Price		
Common Stock	05/19/2016		M		62,890	A	\$ 8.29	115,878	D
Common Stock	05/19/2016		S		100	D	\$ 19.335	115,778	D
Common Stock	05/19/2016		S		2,050	D	\$ 19.33	113,728	D
Common Stock	05/19/2016		S		300	D	\$ 19.34	113,428	D
Common Stock	05/19/2016		S		200	D	\$ 19.345	113,228	D

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Common Stock	05/19/2016	S	100	D	\$ 19.335	113,128	D
Common Stock	05/19/2016	S	7,300	D	\$ 19.33	105,828	D
Common Stock	05/19/2016	S	200	D	\$ 19.345	105,628	D
Common Stock	05/19/2016	S	2,000	D	\$ 19.34	103,628	D
Common Stock	05/19/2016	S	100	D	\$ 19.355	103,528	D
Common Stock	05/19/2016	S	2,900	D	\$ 19.35	100,628	D
Common Stock	05/19/2016	S	100	D	\$ 19.365	100,528	D
Common Stock	05/19/2016	S	2,300	D	\$ 19.36	98,228	D
Common Stock	05/19/2016	S	700	D	\$ 19.33	97,528	D
Common Stock	05/19/2016	S	600	D	\$ 19.345	96,928	D
Common Stock	05/19/2016	S	5,600	D	\$ 19.34	91,328	D
Common Stock	05/19/2016	S	700	D	\$ 19.34	90,628	D
Common Stock	05/19/2016	S	100	D	\$ 19.35	90,528	D
Common Stock	05/19/2016	S	2,300	D	\$ 19.35	88,228	D
Common Stock	05/19/2016	S	5,335	D	\$ 19.27	82,893	D
Common Stock	05/19/2016	S	700	D	\$ 19.285	82,193	D
Common Stock	05/19/2016	S	6,150	D	\$ 19.28	76,043	D
Common Stock	05/19/2016	S	100	D	\$ 19.295	75,943	D
Common Stock	05/19/2016	S	3,305	D	\$ 19.29	72,638	D
Common Stock	05/19/2016	S	2,200	D	\$ 19.3	70,438	D
	05/19/2016	S	100	D		70,338	D

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Common Stock					\$	19.305	
Common Stock	05/19/2016	S	15,150	D	\$ 19.31	55,188	D
Common Stock	05/19/2016	S	100	D	\$ 19.325	55,088	D
Common Stock	05/19/2016	S	2,100	D	\$ 19.32	52,988	D

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

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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. 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	\$ 8.29	05/19/2016		M	62,890	<u>(1)</u> 07/31/2019	Common Stock	62,890

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	EVP, Chief Ops & Tech Officer

Signatures

Karl W. Kindig,
Attorney-in-Fact 05/23/2016

__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 July 31, 2014 and the other one-half vested on July 31, 2015.

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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