

CNO Financial Group, Inc.
 Form 3
 April 20, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Å Holding Erik M</p> <p>(Last) (First) (Middle)</p> <p>C/O CNO FINANCIAL GROUP, INC., Å 11825 N. PENNSYLVANIA STREET</p> <p>(Street)</p> <p>CARMEL, Å IN Å 46032</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/11/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CNO Financial Group, Inc. [CNO]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP and CFO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 12,560 ⁽¹⁾ | D | Å |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

Edgar Filing: CNO Financial Group, Inc. - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Options | 02/28/2015 | 02/28/2019 | Common Stock | 5,750 | \$ 7.51 | D | Â |
| Stock Options | Â <u>(2)</u> | 02/27/2020 | Common Stock | 15,200 | \$ 10.88 | D | Â |
| Stock Options | Â <u>(3)</u> | 03/20/2021 | Common Stock | 12,710 | \$ 19.15 | D | Â |
| Stock Options | Â <u>(4)</u> | 02/25/2025 | Common Stock | 14,530 | \$ 16.42 | D | Â |
| Stock Options | Â <u>(5)</u> | 02/23/2026 | Common Stock | 17,300 | \$ 17.38 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Holding Erik M C/O CNO FINANCIAL GROUP, INC. 11825 N. PENNSYLVANIA STREET CARMEL, IN 46032 | Â | Â | Â EVP and CFO | Â |

Signatures

Erik M. Holding 04/20/2016

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 2,900 shares of restricted stock that vest in two equal annual installments commencing September 2, 2016 and 5,300 shares of restricted stock that vest in three equal annual installments commencing March 25, 2017.
 - (2) One-half of these options became exercisable on February 27, 2015 and the other one-half became exercisable on February 27, 2016.
 - (3) One-half of these options became exercisable on March 20, 2016 and the other one-half becomes exercisable on March 20, 2017.
 - (4) One-half of these options becomes exercisable on February 25, 2017 and the other one-half becomes exercisable on February 25, 2018.
 - (5) One-half of these options becomes exercisable on February 23, 2018 and the other one-half becomes exercisable on February 23, 2019.

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.