

Goldberg Scott L.
Form 3
May 15, 2018

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

OMB APPROVAL

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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)

| | | | | |
|--|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Goldberg Scott L. | | (Month/Day/Year) | CNO Financial Group, Inc. [CNO] | |
| (Last) | (First) | (Middle) | 05/09/2018 | |
| C/O CNO FINANCIAL GROUP, INC., Â 11825 NORTH PENNSYLVANIA STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CARMEL, Â IN Â 46032 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | President, Bankers Life | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 28,593 ⁽¹⁾ ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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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) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Options | Â ⁽³⁾ | 03/20/2021 | Common Stock | 20,070 | \$ 19.15 | D | Â |
| Stock Options | Â ⁽⁴⁾ | 02/25/2025 | Common Stock | 17,095 | \$ 16.42 | D | Â |
| Stock Options | Â ⁽⁵⁾ | 02/23/2026 | Common Stock | 51,000 | \$ 17.38 | D | Â |
| Stock Options | Â ⁽⁶⁾ | 02/23/2027 | Common Stock | 22,120 | \$ 21.06 | D | Â |
| Stock Options | Â ⁽⁷⁾ | 02/21/2028 | Common Stock | 20,620 | \$ 23.33 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goldberg Scott L. C/O CNO FINANCIAL GROUP, INC. 11825 NORTH PENNSYLVANIA STREET CARMEL, IN 46032 | Â | Â | Â President, Bankers Life | Â |

Signatures

Karl W. Kindig,
Attorney-in-Fact

05/15/2018

**Signature of Reporting Person

Date

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 13,210 shares underlying restricted stock units which vest in annual installments beginning March 25, 2019
- (2) Restricted stock units convert into common stock on a one-for-one basis.
- (3) One-half of these options vested on March 20, 2016 and one-half vested on March 20, 2017.
- (4) One-half of these options vested on February 25, 2017 and one-half vested on February 25, 2018.
- (5) One-half of these options vested on February 23, 2018 and one-half vest on February 23, 2019.
- (6) One-half of these options vest on February 23, 2019 and one-half vest on February 23, 2020.
- (7) One-half of these options vest on February 21, 2020 and one-half vest on February 21, 2021.

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.