CNO Financial Group, Inc.

Form 4 May 28, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number: January 31, Expires:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

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)

See Instruction

1. Name and Zimpfer M	Person * 2. Issu Symbol		d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
		CNO I	Financial	Group, Inc. [CNO]	(Check	all applicable	e)
(Last)	(First) (1	Middle) 3. Date	of Earliest 7	Transaction			
11825 N. F STREET	PENNSYLVANIA		Day/Year) 2015		X_ Officer (give below)	title 10% below) General Cour	er (specify
	4. If An	nendment, D	Oate Original	6. Individual or Joint/Group Filing(Check			
CARMEL,	IN 46032	Filed(M	onth/Day/Ye	,	Applicable Line) _X_ Form filed by O Form filed by M Person	1 0	
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative Securities Acqu	iired, Disposed of,	or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)) 5. Amount of	6.	7. Nature
Security	(Month/Day/Year)	Execution Date, if	Transacti	omr Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)		5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactiomr Disposed of (D)				Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
							Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			C 1 W		or	ъ.	(Instr. 3 and 4)		
_			Code V	Amount	(D)	Price			
Common Stock	05/27/2015		M	39,200	A	\$ 7.51	117,402	D	
Common Stock	05/27/2015		S	39,200	D	\$ 18.065	78,202	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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 7.51	05/27/2015		M	39,200	<u>(1)</u>	02/28/2019	Common Stock	39,200

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Zimpfer Matthew J. 11825 N. PENNSYLVANIA STREET CARMEL, IN 46032

EVP and General Counsel

Signatures

Karl W. Kindig, Attorney-in-Fact 05/28/2015

**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 February 28, 2014 and the other one-half vested on February 28, 2015.

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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