

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

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(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  
 Officer (give title below)  Other (specify below)  
 EVP, Chief Ops & Tech Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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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SEC 1474  
(9-02)

**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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