Edgar Filing: CNO Financial Group, Inc. - Form 4

CNO Finance Form 4 February 27,	ial Group, Inc. 2017									
FORM	1 /								PPROVAL	
	UNITED S		URITIES A Vashington,			NGE	COMMISSION	OMB Number:	3235-0287	
Check this box if no longer CTATENTE OF CHANCES IN DENEELOLAL OWNERS							Expires:	January 31, 2005		
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Estimated			
Section 1 Form 4 or	Section 16. SECURITIES						burden hou	•		
Form 5		uant to Section	16(a) of th	e Securiti	ies Ez	chans	ge Act of 1934,	response	. 0.5	
obligation may cont	ns Section 17(a)						of 1935 or Section	n		
See Instru 1(b).		30(h) of the	Investment	Company	y Act	of 19	40			
(Print or Type F	Responses)									
	•									
1. Name and A JOHNSON	er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer					
JOHNSON ERIC R Symbol CNO F			NO Financial Group, Inc. [CNO]				(Check all applicable)			
(Last)	(First) (M	iddle) 3. Dat	e of Earliest Tr	ansaction			(Clied	ck all applicable	e)	
			onth/Day/Year)				Director		% Owner	
11825 N. PENNSYLVANIA 02/23/2 STREET			2017				_X_ Officer (give title Other (specify below) below)			
SIKEEI							EVP, Chi	ef Investment C	Officer	
			mendment, Da	-			6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person				
CARMEL, I	IN 46032						Form filed by I Person			
(City)	(State) (Z	Zip) T	able I - Non-D	Derivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi			5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date,		onAcquired			Securities	Form: Direct	Indirect Beneficial	
(Instr. 3) any (Month/Day/			CodeDisposed of (D)Day/Year)(Instr. 8)(Instr. 3, 4 and 5)				Beneficially Owned	(D) or Indirect (I)	Ownership	
							Following Reported	(Instr. 4)	(Instr. 4)	
					(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	02/23/2017		А	4,157	А	<u>(1)</u>	314,379	D		

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

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 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)			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
Restricted Stock Units	(2)	02/23/2017		А	9,720	(3)	(3)	Common Stock	9,720
Stock Options	\$ 21.06	02/23/2017		А	30,970	(4)	02/23/2027	Common Stock	30,970

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JOHNSON ERIC R 11825 N. PENNSYLVANIA STREET CARMEL, IN 46032			EVP, Chief Investment Officer				

Signatures

Karl W. Kindig, 02/27/2017 Attorney-in-Fact

Date

Signature of Reporting Person **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).
- These shares were acquired upon vesting of performance share units for the 2014-2016 performance period, based on the Issuer's average (1) pre-tax operating income over that period.
- (2) Restricted stock units convert into common stock on a one-for-one basis.
- (3) The restricted stock units vest in three equal annual installments beginning March 25, 2018.
- (4) One-half of these options becomes exercisable on February 23, 2019 and the other one-half becomes exercisable on February 23, 2020.

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.