

KLINE JOHN R
Form 4
March 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
KLINE JOHN R

(Last) (First) (Middle)

11825 N. 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)
03/04/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)
SVP & Chief Acctg Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/04/2013		S		25,000	D	\$ 10.8094
Common Stock	03/04/2013		M		21,000	A	\$ 10.55
Common Stock	03/04/2013		S		20,770	D	\$ 10.841
Common Stock	03/04/2013		M		7,000	A	\$ 10.02
Common Stock	03/04/2013		S		6,686	D	\$ 10.8421

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Common Stock	03/04/2013	M	8,000	A	\$ 1.13	65,005	D
Common Stock	03/04/2013	S	3,173	D	\$ 10.8401	61,832	D
Common Stock	03/04/2013	M	20,000	A	\$ 3.05	81,832	D
Common Stock	03/04/2013	S	10,348	D	\$ 10.8383	71,484	D
Common Stock	03/04/2013	M	13,500	A	\$ 6.45	84,984	D
Common Stock	03/04/2013	S	9,867	D	\$ 10.8216	75,117	D

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

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(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 Option	\$ 10.55	03/04/2013		M	21,000	<u>(1)</u> 04/01/2013	Common Stock	21,000
Stock Option	\$ 10.02	03/04/2013		M	7,000	<u>(2)</u> 06/26/2013	Common Stock	7,000
Stock Option	\$ 1.13	03/04/2013		M	8,000	<u>(3)</u> 04/02/2014	Common Stock	8,000
Stock Option	\$ 3.05	03/04/2013		M	20,000	<u>(4)</u> 05/12/2014	Common Stock	20,000
Stock Option	\$ 6.45	03/04/2013		M	13,500	<u>(5)</u> 03/18/2017	Common Stock	13,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLINE JOHN R 11825 N. PENNSYLVANIA STREET CARMEL, IN 46032			SVP & Chief Acctg Officer	

Signatures

Karl W. Kindig,
Attorney-in-Fact

03/05/2013

__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 April 1, 2010 and the other one-half vested on April 1, 2011.
- (2) One-half of these options vested on June 26, 2010 and the other one-half vested on June 26, 2011.
- (3) One-half of these options vested on April 2, 2011 and the other one-half vested on April 2, 2012.
- (4) One-half of these options vested on May 12, 2011 and the other one-half vested on May 12, 2012.
- (5) One-half of these options vested on March 18, 2012 and the other one-half vests on March 18, 2013.

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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