

CNO FINANCIAL GROUP, INC.

Reported by
KLINE JOHN R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/05/13 for the Period Ending 03/04/13

| | |
|-------------|---|
| Address | 11825 N PENNSYLVANIA ST CARMEL, IN 46032 |
| Telephone | 3178176100 |
| CIK | 0001224608 |
| Symbol | CNO |
| SIC Code | 6321 - Accident and Health Insurance |
| Industry | Insurance (Life) |
| Sector | Financial |
| Fiscal Year | 12/31 |

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person * KLINE JOHN R <small>(Last) (First) (Middle)</small> 11825 N. PENNSYLVANIA STREET <small>(Street)</small> CARMEL, IN 46032 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol CNO Financial Group, Inc. [CNO] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP & Chief Acctg Officer |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/4/2013</p> | | 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 |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | (A) or (D) | Price | | | |
| Common Stock | 3/4/2013 | | S | | 25000 | D | \$10.8094 | 56461 | D | |
| Common Stock | 3/4/2013 | | M | | 21000 | A | \$10.55 | 77461 | D | |
| Common Stock | 3/4/2013 | | S | | 20770 | D | \$10.841 | 56691 | D | |
| Common Stock | 3/4/2013 | | M | | 7000 | A | \$10.02 | 63691 | D | |
| Common Stock | 3/4/2013 | | S | | 6686 | D | \$10.8421 | 57005 | D | |
| Common Stock | 3/4/2013 | | M | | 8000 | A | \$1.13 | 65005 | D | |
| Common Stock | 3/4/2013 | | S | | 3173 | D | \$10.8401 | 61832 | D | |
| Common Stock | 3/4/2013 | | M | | 20000 | A | \$3.05 | 81832 | D | |
| Common Stock | 3/4/2013 | | S | | 10348 | D | \$10.8383 | 71484 | D | |
| Common Stock | 3/4/2013 | | M | | 13500 | A | \$6.45 | 84984 | D | |
| Common Stock | 3/4/2013 | | S | | 9867 | D | \$10.8216 | 75117 | D | |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----------------|---|----------------------------|--|---|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option | \$10.55 | 3/4/2013 | | M | | 21000 | (1) | 4/1/2013 | Common Stock | 21000 | \$0 | 0 | D | |
| Stock Option | \$10.02 | 3/4/2013 | | M | | 7000 | (2) | 6/26/2013 | Common Stock | 7000 | \$0 | 0 | D | |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|---|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option | \$1.13 | 3/4/2013 | | M | | 8000 | | (3) | 4/2/2014 | Common Stock | 8000 | \$0 | 0 | D | |
| Stock Option | \$3.05 | 3/4/2013 | | M | | 20000 | | (4) | 5/12/2014 | Common Stock | 20000 | \$0 | 0 | D | |
| Stock Option | \$6.45 | 3/4/2013 | | M | | 13500 | | (5) | 3/18/2017 | Common Stock | 13500 | \$0 | 13500 | D | |

Explanation of Responses:

- (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.

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

3/5/2013

** Signature of Reporting Person

Date

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

* 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).

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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