

Holding Erik M
Form 4
February 21, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Holding Erik M

(Last) (First) (Middle)

C/O CNO FINANCIAL GROUP,
INC., 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)

02/19/2019

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 ____ Other (specify
below) below)
EVP and CFO

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/19/2019		A	(A) or (D) Amount (1) \$ 4,517 17.48	51,671	D	
Common Stock	02/19/2019		F	(2) \$ 1,462 17.48	50,209	D	
Restricted Stock Units (3) (4)	02/19/2019		A	12,100 A \$ 17.48	62,309	D	
Common Stock	02/20/2019		M	5,750 A \$ 7.51	68,059	D	
	02/20/2019		F	D \$ 17.3	64,658	D	

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Common Stock 3,401
(5)

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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 17.48	02/19/2019		A	29,500	(7) 02/19/2029	Common Stock 29,500
Stock Options	\$ 7.51	02/20/2019		A	5,750	(6) 02/28/2019	Common Stock 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Holding Erik M C/O CNO FINANCIAL GROUP, INC. 11825 N. PENNSYLVANIA STREET CARMEL, IN 46032	EVP and CFO

Signatures

Karl W. Kindig,
Attorney-in-Fact 02/21/2019

__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) These shares were acquired upon vesting of performance share units for the 2016-2018 performance period, based on the Issuer's average pre-tax operating return on equity over that period.
- (2) Shares were surrendered to CNO Financial Group, Inc. to cover required tax withholding on performance share units.

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- (3) Restricted stock units convert into common stock on a one-for-one basis.
- (4) The restricted stock units vest in three equal annual installments beginning March 25, 2020.
- (5) Shares surrendered to CNO Financial Group, Inc. for exercise price and required tax withholding.
- (6) One-half of these options vested on February 28, 2014 and one-half vested on February 28, 2015.
- (7) One-half of these options vest on February 19, 2021 and one-half vest on February 19, 2022.

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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