

KLINE JOHN R  
Form 4  
March 05, 2013

**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 \*  
**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  
 Officer (give title below) \_\_\_ Other (specify below)  
**SVP & Chief Acctg 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 Indirect Beneficial Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock                    | 03/04/2013                           |  | S                              | 25,000  | D   | \$ 10.8094   | 56,461  | D |
| Common Stock                    | 03/04/2013                           |  | M                              | 21,000  | A   | \$ 10.55   | 77,461  | D |
| Common Stock                    | 03/04/2013                           |  | S                              | 20,770  | D   | \$ 10.841  | 56,691  | D |
| Common Stock                    | 03/04/2013                           |  | M                              | 7,000   | A   | \$ 10.02   | 63,691  | D |
| Common Stock                    | 03/04/2013                           |  | S                              | 6,686   | D   | \$ 10.8421   | 57,005  | D |

Edgar Filing: KLINE JOHN R - Form 4

|              |            |   |        |   |            |        |   |
|--------------|------------|---|--------|---|------------|--------|---|
| 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.

**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.**

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 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<br>11825 N. PENNSYLVANIA STREET<br>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.

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.