

CNO Financial Group, Inc.

Form 3

April 20, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Å Holding Erik M

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

04/11/2016

3. Issuer Name **and** Ticker or Trading Symbol  
CNO Financial Group, Inc. [CNO]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other  
(give title below) (specify below)

EVP and CFO

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting PersonC/O CNO FINANCIAL GROUP,  
INC., Å 11825 N.  
PENNSYLVANIA STREET

(Street)

CARMEL, Å IN Å 46032

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

12,560 <sup>(1)</sup>

D

Å

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options	02/28/2015	02/28/2019	Common Stock	5,750	\$ 7.51	D	Â
Stock Options	Â <u>(2)</u>	02/27/2020	Common Stock	15,200	\$ 10.88	D	Â
Stock Options	Â <u>(3)</u>	03/20/2021	Common Stock	12,710	\$ 19.15	D	Â
Stock Options	Â <u>(4)</u>	02/25/2025	Common Stock	14,530	\$ 16.42	D	Â
Stock Options	Â <u>(5)</u>	02/23/2026	Common Stock	17,300	\$ 17.38	D	Â

## Reporting Owners

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

## Signatures

Erik M. Helding 04/20/2016

Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 2,900 shares of restricted stock that vest in two equal annual installments commencing September 2, 2016 and 5,300 shares of restricted stock that vest in three equal annual installments commencing March 25, 2017.
- (2) One-half of these options became exercisable on February 27, 2015 and the other one-half became exercisable on February 27, 2016.
- (3) One-half of these options became exercisable on March 20, 2016 and the other one-half becomes exercisable on March 20, 2017.
- (4) One-half of these options becomes exercisable on February 25, 2017 and the other one-half becomes exercisable on February 25, 2018.
- (5) One-half of these options becomes exercisable on February 23, 2018 and the other one-half becomes exercisable on February 23, 2019.

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.