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CONSECO INC Form S-8 POS September 12, 2003

As filed with the Securities and Exchange Commission on September 10, 2003

Registration No. 333-90032 ______

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Conseco, Inc.

(Exact name of registrant as specified in its charter)

Indiana

35-1468632

(State or other jurisdiction of (I.R.S. Employer Identification No.)

incorporation or organization)

11825 N. Pennsylvania Street

46032

Carmel, Indiana

(Zip Code)

(Address of Principal Executive Offices)

Conseco, Inc. 2002 Subsidiary Director Stock Option Plan

(Full Title of Plan)

(Name and address, including zip code, and telephone number, including area code, of agent for service)

> Karl W. Kindig Conseco, Inc. 11825 N. Pennsylvania Street Carmel, IN 46032 (317) 817-6708

> > Copy to:

James S. Rowe Kirkland & Ellis, LLP 200 East Randolph Chicago, IL 60601

PART I EXPLANATORY NOTE

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Conseco, Inc., an Indiana corporation (the "Company"), previously registered shares of its common stock, no par value per share ("Common Stock"), on Form S-8, File No. 333-90032. This Post-Effective Amendment No. 1 is being filed to remove from registration all shares of Common Stock which remain unsold thereunder.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carmel, State of Indiana, on September 10, 2003.

CONSECO, INC.

By:/s/William J. Shea

William J. Shea, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on September 10, 2003.

Signatures	Title
/s/William J. Shea	President and Chief Executive Officer and Director
/s/Eugene M. Bullis Eugene M. Bullis	Executive Vice President and Chief Financial Officer
/s/John R. Kline John R. Kline	Senior Vice President and Chief Accounting Officer