Nickele Christopher J Form 4 March 01, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and A Nickele Chri	*	rting Person *	2. Issuer Name and Ticker or Trading Symbol CNO Financial Group, Inc. [CNO]	5. Relationship of Reporting Person(s) to Issuer			
(I4)	(F:t)	(M: 141-)	*	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
11825 N. PE	ENNSYLVA	NIA	02/27/2013	_X_ Officer (give title Other (specify			
STREET				below) below) Pres, Other CNO Business			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec			
CARMEL, IN 46032			Filed(Month/Day/Year)	Applicable Line)			
			•	_X_ Form filed by One Reporting Person			
				Form filed by More than One Reporting			
				Person			
(City)	(State)	(Zip)	Table I Non Derivative Securities Age	wined Disposed of an Panaficially Owned			

• • • • • • • • • • • • • • • • • • • •		1 abie	1 - Non-De	erivative So	ecuriu	es Acq	uirea, Disposea o	i, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.	4. Securiti			5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	n(A) or Dis (D)	sposed	01	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A) or	ъ.	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/27/2013		Code V A	Amount 13,800	(D)	Price (1)	138,411	D	
Common Stock	02/27/2013		A	40,050	A	\$ 0 (2)	178,461	D	

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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	3
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 10.88	02/27/2013		A	65,200	(3)	02/27/2020	Common Stock	65,200	

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Nickele Christopher J Pres, Other 11825 N. PENNSYLVANIA STREET CNO CARMEL, IN 46032 Business

Signatures

Karl W. Kindig, Attorney-in-Fact

**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) Restricted stock grant with shares vesting in three equal annual installments commencing March 25, 2014.
- (2) These shares were acquired upon vesting of performance share units for the 2010-2012 performance period, based on the Issuer's average pre-tax operating income over that period.
- (3) One-half of these options vests on February 27, 2015 and the other one-half vests on February 27, 2016.

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.

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