Zimpfer Matthew J. Form 4 March 05, 2012

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

03/02/2012

(Print or Type Responses)

1. Name and Address of Reporting Person * Zimpfer Matthew J.			Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			CNO Fi	nancial G	roup, Inc. [CNO]	(Check all applicable)				
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction				• •			
11825 N. PENNSYLVANIA STREET			(Month/D 03/02/20	•		Director 10% Owner Officer (give title Other (specify below) EVP and General Counsel				
(Street)			4. If Amer	ndment, Dat	te Original	6. Individual or Joint/Group Filing(Check				
CARMEL, I		Filed(Mon	th/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 Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Dat	e 2A. Deen	ned	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of		
Security	Security (Month/Day/Year) Execution		on Date, if Transaction(A		on(A) or Disposed of	Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	(D)	Beneficially	(D) or	Beneficial		
		(Month/D	Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership		

Code V Amount

438

F

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)

Following

Reported

54,210

Transaction(s) (Instr. 3 and 4)

(A)

(D)

D

Price \$

7.48

(1)

(Instr. 4)

D

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Zimpfer Matthew J. - Form 4

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. Transactic Code (Instr. 8)	5.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title Amoun Underly Securiti (Instr. 3	t of ying es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Zimpfer Matthew J. 11825 N. PENNSYLVANIA STREET CARMEL, IN 46032

**EVP** and General Counsel

## **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) Shares were surrendered to CNO Financial Group, Inc. to cover required tax withholding on vesting of restricted stock.

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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