

**CONSECO INC**  
Reported by  
**HILBERT STEPHEN C**

**FORM 5**

(Annual Statement of Changes in Beneficial Ownership)

Filed 02/10/98 for the Period Ending 12/31/97

Address	11825 N PENNSYLVANIA ST CARMEL, IN 46032
Telephone	3178176100
CIK	0000719241
SIC Code	6321 - Accident and Health Insurance
Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31

# CONSECO INC

## FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 2/10/1998 For Period Ending 12/31/1997

Address	11825 N PENNSYLVANIA ST CARMEL, Indiana 46032
Telephone	317-817-6100
CIK	0000719241
Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

( ) Form 3 Holdings Reported

( ) Form 4 Transactions Reported

1. Name and Address of Reporting Person Hilbert, Stephen C.

11825 N. Pennsylvania Street  
Carmel, IN 46032  
USA

2. Issuer Name and Ticker or Trading Symbol

### Conseco, Inc.

(CNC)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year December 31, 1997

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other (specify below) Chairman of the Board, President and Chief Executive Officer

7. Individual or Joint/Group Reporting (Check Applicable Line) (X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Year	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D	Price			
Common Stock						3,445,230	D	
Common Stock						200,000	I	By Trust
Common Stock						1,120,000	I	By Trust
Common Stock						200,000	I	By Trust
Common Stock						60,000(1)	I	By Trust
Common Stock						1,050,000	I	By Trust
Common Stock						100,000	I	By Trust
Common Stock						100,000	I	By Trust
Common Stock						15	I	By 401(k) Plan

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
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Security	Amount	A/D	Exercisable	Expiration Date	Title and Number of Shares	Owned at End of Year	Direct (I)	
Options to Purchase (2)						7,127,540	D	
Stock Units (3)	-0-	3/31/97	A		65,840.2	A	(3) (3) Common Stock 65,840.2	D
Stock Units (3)	-0-	4/1/97	A		233.5	A	(3) (3) Common Stock 233.5	D
Stock Units (3)	-0-	7/1/97	A		237.7	A	(3) (3) Common Stock 237.7	D
Stock Units (3)	-0-	10/1/97	A		703.6	A	(3) (3) Common Stock 703.6	D
Stock Units (3)	-0-	1/2/98	A		706.4	A	(3) (3) Common Stock 706.4	275,985 D
Stock Units (4)							1,410,006 D	

Explanation of Responses:

- (1) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (2) Represents stock options held by the Reporting Person as previously reported.
- (3) Granted under the Consecro, Inc. 1994 Stock and Incentive Plan.
- (4) Represents common stock units conditionally awarded under the Issuer's Executive Deferred Compensation Program as previously reported.

**SIGNATURE OF REPORTING PERSON**

*/s/Stephen C. Hilbert by Karl W. Kindig, Attorney-in-Fact*

**End of Filing**



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