

# CONSECO INC

Reported by  
**MASSEY JAMES D**

## 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

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# 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 Massey, James D.

10494 Hyde Park  
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 ( ) Officer (give title below) ( ) Other (specify below)

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						204,000	D	

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	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 Owned at End of Year	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Options to Purchase (1)	\$40.44	5/13/97	A	5,000	(1) 5/12/07	Common Stock	5,000	5,000	D	
Options to Purchase (2)								50,000	D	
Stock Units (3)	-0-	3/31/97	A	714.3	(3) (3)	Common Stock	714.3		D	
Stock Units (3)	-0-	4/1/97	A	3.8	(3) (3)	Common Stock	3.8		D	
Stock Units (3)	-0-	7/1/97	A	3.9	(3) (3)	Common Stock	3.9		D	

		7											
Stock Units (3)	-0-	10/1/97	A	11.5	A	(3)	(3)	Common Stock	11.5				D
Stock Units (3)	-0-	1/2/98	A	12.4	A	(3)	(3)	Common Stock	12.4		4,498.3		D

Explanation of Responses:

- (1) Granted under the Conseco, Inc. 1994 Stock and Incentive Plan. The options become exercisable in five equal annual installments beginning May 13, 1998.
- (2) Represents stock options held by the Reporting Person as previously reported.
- (3) Granted under the Conseco, Inc. 1994 Stock and Incentive Plan.

**SIGNATURE OF REPORTING PERSON**

*/s/James D. Massey by Karl W. Kindig, Attorney-in-Fact*

**End of Filing**



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