

# CNO FINANCIAL GROUP, INC.

Reported by  
**PRIEUR C JAMES**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/03/11 for the Period Ending 09/30/11

Address	11825 N PENNSYLVANIA ST CARMEL, IN 46032
Telephone	3178176100
CIK	0001224608
Symbol	CNO
SIC Code	6321 - Accident and Health Insurance
Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31

# FORM 4

[ X ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
OF SECURITIES**

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 30(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>PRIEUR C JAMES</b> <small>(Last) (First) (Middle)</small>  <b>11825 N. PENNSYLVANIA STREET</b> <small>(Street)</small>  <b>CARMEL, IN 46032</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>CNO Financial Group, Inc. [ CNO ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>9/30/2011</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input checked="" type="checkbox"/> Other (specify below)</span> <b>Former Director and CEO</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	9/30/2011		M		62500	A	\$1.13	1080187	D	
Common Stock	9/30/2011		M		170000	A	\$3.05	1250187	D	
Common Stock	9/30/2011		S		34854	D	\$5.4652	1215333	D	
Common Stock	9/30/2011		S		130966	D	\$5.4652	1084367	D	
Common Stock	9/30/2011		F		30868	D	\$5.41 <sup>(1)</sup>	1053499	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$1.13	9/30/2011		M		62500		(2)	12/29/2011	Common Stock	62500	\$ 0	62500	D	
Stock Options	\$3.05	9/30/2011		M		170000		(3)	12/29/2011	Common Stock	170000	\$ 0	170000	D	

**Explanation of Responses:**

- (1) Shares were surrendered to CNO Financial Group, Inc. to cover required tax withholding on vesting of restricted stock.
- (2) One-half of these options vested on April 2, 2011 and the other one-half vested on September 30, 2011.
- (3) One-half of these options vested on May 12, 2011 and the other one-half vested on September 30, 2011.

**Remarks:**

The reporting person retired on September 30, 2011.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>PRIEUR C JAMES 11825 N. PENNSYLVANIA STREET CARMEL, IN 46032</b>				<b>Former Director and CEO</b>

**Signatures**

**Karl W. Kindig, Attorney-in-Fact**

**10/3/2011**

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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