FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
   Helding Erik M
   C/O CNO FINANCIAL GROUP, INC., 11825 N. PENNSYLVANIA STREET
   CARMEL, IN 46032

2. Issuer Name and Ticker or Trading Symbol
   CNO Financial Group, Inc. [ CNO ]

3. Date of Earliest Transaction (MM/DD/YYYY)
   3/25/2018

4. If Amendment, Date Original Filed (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   __ Director
   ___ 10% Owner
   __ Officer (give title below)
   ___ Other (specify below)
   EVP and CFO

6. Individual or Joint/Group Filing
   (Check Applicable Line)
   _ 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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>3/25/2018</td>
<td>F</td>
<td>D</td>
<td>$21.24 (A)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>50223 (2)</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Amount or Number of Shares</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Price of Derivative Security</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

Explanation of Responses:

(1) Shares were surrendered to CNO Financial Group, Inc. to cover required tax withholding on vesting of restricted stock awards and units.

(2) Includes 21,522 shares underlying restricted stock units that were previously reported in Table II.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Helding Erik M</td>
<td></td>
</tr>
<tr>
<td>C/O CNO FINANCIAL GROUP, INC.</td>
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<tr>
<td>CARMEL, IN 46032</td>
<td></td>
</tr>
<tr>
<td>EVP and CFO</td>
<td></td>
</tr>
</tbody>
</table>

Signatures

Karl W. Kindig, Attorney-in-Fact 3/27/2018

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).


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

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.