

# FORM 4

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

OMB APPROVAL  
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subject to Section 16. Form 4 or  
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continue. See Instruction 1(b).

## 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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Helding Erik M</b>			<b>CNO Financial Group, Inc. [ CNO ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP and CFO</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O CNO FINANCIAL GROUP, INC., 11825 N. PENNSYLVANIA STREET</b>			<b>2/19/2019</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>CARMEL, IN 46032</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 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	2/19/2019		A		4517 (1)	A	\$17.48	51671	D	
Common Stock	2/19/2019		F		1462 (2)	D	\$17.48	50209	D	
Restricted Stock Units (3),(4)	2/19/2019		A		12100	A	\$17.48	62309	D	
Common Stock	2/20/2019		M		5750	A	\$7.51	68059	D	
Common Stock	2/20/2019		F		3401 (5)	D	\$17.30	64658	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	\$17.48	2/19/2019		A		29500		(7)	2/19/2029	Common Stock	29500	\$0	29500	D	
Stock Options	\$7.51	2/20/2019		A		5750		(6)	2/28/2019	Common Stock	0	\$0	0	D	

### Explanation of Responses:

- These shares were acquired upon vesting of performance share units for the 2016-2018 performance period, based on the Issuer's average pre-tax operating return on equity over that period.
- Shares were surrendered to CNO Financial Group, Inc. to cover required tax withholding on performance share units.
- Restricted stock units convert into common stock on a one-for-one basis.
- The restricted stock units vest in three equal annual installments beginning March 25, 2020.
- Shares surrendered to CNO Financial Group, Inc. for exercise price and required tax withholding.
- One-half of these options vested on February 28, 2014 and one-half vested on February 28, 2015.
- One-half of these options vest on February 19, 2021 and one-half vest on February 19, 2022.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Helding Erik M</b>				

C/O CNO FINANCIAL GROUP, INC. 11825 N. PENNSYLVANIA STREET CARMEL, IN 46032			EVP and CFO	
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**Signatures**

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

**2/21/2019**

**\*\***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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