Zimpfer Matthew J. Form 4 March 27, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

03/25/2013

(Print or Type Responses)

I. Name and Zimpfer M	atthew J.	Person _ 2. Issue Symbol	2. Issuer rame and ricker of fracing			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
		CNO F								
(Last)	(First) (N	Middle) 3. Date of	f Earliest T	ransaction						
		(Month/D	ay/Year)		Director	10%	Owner			
11825 N. PENNSYLVANIA		03/25/2	03/25/2013			title Other (specify below)				
STREET					EVP ar	nd General Coun	isel			
	(Street)	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
		Filed(Mor	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person				
CARMEL,	IN 46032					Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned			
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transacti	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect			
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership			

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

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.

SEC 1474

(9-02)

Following

Reported

53,060

Transaction(s) (Instr. 3 and 4)

(A)

D

Price \$

11.49

(1)

(Instr. 4)

D

(Instr. 4)

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

Code V Amount (D)

1,355

F

Edgar Filing: Zimpfer Matthew J. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Α.			
									mount		
						Date	Expiration	or			
						Exercisable	Date		umber		
								of			
				Code V	(A) (D)			Sł	hares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Zimpfer Matthew J. 11825 N. PENNSYLVANIA STREET CARMEL, IN 46032

EVP and General Counsel

Signatures

Karl W. Kindig, Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2