

CONNS INC  
Form 4  
May 28, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**POPPE MICHAEL J**

(Last) (First) (Middle)  
  
4055 TECHNOLOGY FOREST  
BLVD., SUITE 210  
  
(Street)

THE WOODLANDS, TX 77381

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CONNS INC [CONN]**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/24/2014**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Operating Officer**

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**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 05/24/2014                           |  | M <sup>(1)</sup>               |   | 8,750 A \$ 0  |  | D                                 |
| Common Stock                    | 05/24/2014                           |  | F                              |   | 3,705 D \$ 45.06  |  | D                                 |
| Common Stock                    | 05/27/2014                           |  | A <sup>(4)</sup>               |   | 5,009 A \$ 0  |  | D                                 |
| Common Stock                    | 05/27/2014                           |  | A <sup>(5)</sup>               |   | 7,513 A \$ 0  |  | D                                 |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Amount of Derivative Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Units                     | \$ 0   | 05/24/2014                           |  | M                              | 8,750   | (2) (6)  | Common Stock  | 8,750  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| POPPE MICHAEL J<br>4055 TECHNOLOGY FOREST BLVD., SUITE 210<br>THE WOODLANDS, TX 77381 |               |           | Chief Operating Officer |       |

## Signatures

/s/ Michael J.

Poppe

05/28/2014

\*\*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) On May 24, 2014, 8,750 of the reporting person's Restricted Stock Units vested.
- (2) Each RSU represents a contingent right to receive one share of common stock. The Restricted Stock Units vest in four equal annual installments beginning on May 24, 2012.
- (3) Price based on closing price of Conn's, Inc. Common Stock on date of vesting.
- (4) Restricted Stock Units awarded to reporting person under the 2011 Omnibus Incentive Plan. Each RSU represents a contingent right to receive one share of common stock. The RSUs vest in 4 equal annual installments commencing on May 27, 2015.

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The Reporting Person was awarded performance-based RSUs determined based on attainment of established financial metrics for the two-year period ending January 31, 2016. The Maximum level performance-based RSU award is 7,513. Based on actual performance, the

- (5) award can range between zero and 100% of the Maximum award. Each RSU represents a contingent right to receive one share of common stock. 50% of the RSUs vest on May 27, 2016, 25% of the RSUs vest on May 27, 2017 and 25% of the RSUs vest on May 27, 2018.
- (6) The Restricted Stock Units convert to shares of Common Stock which are deemed to be issued, if not issued, 30 days following the vesting of the restricted stock units. No expiration date.

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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