

CONNS INC
Form 4
June 03, 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 *
WRIGHT THEODORE M

(Last) (First) (Middle)

796 STENDAL ROAD

(Street)

LEWISTOWN, MT 59457

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2012

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)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	12/05/2012		F	4,166 (1) \$ 27.2 (2)	163,330 (3)	D	
Common Stock	12/05/2013		F	6,992 (1) \$ 69.82 (2)	156,338 (3)	D	
Common Stock	03/24/2014		A	29,447 (4) \$ 0	185,785 (3)	D	
Common Stock	05/30/2014		F	6,176 (5) \$ 46.64 (2)	179,609 (3)	D	
	05/30/2014		F		178,030 (3)	D	

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Common					1,579		\$	
Stock					<u>(6)</u>		46.64	
							<u>(2)</u>	
							\$	
Common	06/03/2014		F	739 <u>(7)</u>	D	48.32	177,291 <u>(3)</u>	D
Stock						<u>(2)</u>		

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)

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT THEODORE M 796 STENDAL ROAD LEWISTOWN, MT 59457	X		President and CEO	

Signatures

/s/ Robert F. Bell, as attorney
in fact
06/03/2014
**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).

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- (1) Represents shares withheld to pay withholding taxes due upon vesting of Restricted Stock Units awarded on December 5, 2011.
- (2) Price based on closing price of Conn's, Inc. Common Stock on date of vesting.

Amount does not include performance-based restricted stock units ("PBRsUs") granted to the reporting person on June 3, 2013 and May 27, 2014, as performance awards not tied to stock price are not derivative securities for purposes of Section 16 under guidance from the staff of the SEC. The number of PBRsUs that the reporting person will receive will be determined at the end of the two-year performance period ending January 31, 2015 and January 31, 2016, respectively, and will be determined based on the Company's Return on Invested Capital.

- (3) Represents the actual number of restricted stock units earned from the PBRsUs awarded on May 30, 2012, pursuant to the Company's 2011 Omnibus Incentive Plan. The awards earned were based on the Company's Return on Invested Capital over a two-year period ending January 31, 2014. The restricted stock units vest as follows: 50% on May 30, 2014, 25% on May 30, 2015 and 25% on May 30, 2016.
- (4) Represents shares withheld to pay withholding taxes due upon vesting of PBRsUs awarded on May 30, 2012.
- (5) Represents shares withheld to pay withholding taxes due upon vesting of time-based restricted stock units awarded on May 30, 2012.
- (6) Represents shares withheld to pay withholding taxes due upon vesting of time-based restricted stock units awarded on June 3, 2013.

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.