

ATNIP DAVID R
Form 4
June 18, 2012

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 *
ATNIP DAVID R

(Last) (First) (Middle)
3295 COLLEGE STREET
(Street)

BEAUMONT, TX 77701

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2012

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)
Senior VP/Treasurer

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 (A) or (D) Price			
Common Stock	06/14/2012		M	23,600 A \$ 14	157,500	D	
Common Stock	06/14/2012		M	11,999 A \$ 6.33	169,499	D	
Common Stock	06/14/2012		M	8,000 A \$ 6.34	177,499	D	
Common Stock	06/14/2012		M	3,999 A \$ 3.2	181,498	D	
Common Stock	06/14/2012		S	47,598 D \$ 16.0666	133,900	D	

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Common Stock 06/15/2012 S 10,000 D \$ 16.0196 123,900 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Options	\$ 14	06/14/2012		M	23,600	<u>(1)</u> 11/25/2013	Common Stock	23,600	
Common Stock Options	\$ 6.33	06/14/2012		M	11,999	<u>(3)</u> 11/25/2018	Common Stock	11,999	
Common Stock Options	\$ 6.34	06/14/2012		M	8,000	<u>(4)</u> 11/24/2019	Common Stock	8,000	
Common Stock Options	\$ 3.2	06/14/2012		M	3,999	<u>(5)</u> 11/30/2020	Common Stock	3,999	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATNIP DAVID R 3295 COLLEGE STREET BEAUMONT, TX 77701			Senior VP/Treasurer	

Signatures

/s/ David R.
Atnip

06/18/2012

__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) Original stock options granted November 25, 2013, and vested in five equal installments. Options expire fully on November 25, 2013.
- (2) Not a required reportable field. SEC software requires a dollar amount; use zeros per SEC.
- (3) Original stock options granted July 15, 2008, and vested in five equal installments. Options expire fully on November 25, 2018.
- (4) Original stock options granted November 24, 2009, and vested in five equal installments. Options expire fully on November 24, 2019.9
- (5) Original stock options granted November 30, 2010, and vested in five equal installments. Options expire fully on November 30,2020.

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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