

CONNS INC

Form 4

December 10, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROUSSARD WALTER M

(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)
12/09/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior VP - Store Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	12/09/2013		M	5,000	A \$ 33.88	52,202	D
Common Stock	12/09/2013		S ⁽¹⁾	5,000	D \$ 74.06 (2)	47,202	D
Common Stock	12/09/2013		M	10,000	A \$ 22.68	57,202	D
Common Stock	12/09/2013		S ⁽¹⁾	10,000	D \$ 74.15 (3)	47,202	D

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

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 33.88	12/09/2013		M		5,000		11/30/2010 ⁽⁴⁾	11/30/2015	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 22.68	12/09/2013		M		10,000		12/04/2011 ⁽⁵⁾	12/04/2016	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROUSSARD WALTER M
4055 TECHNOLOGY FOREST BLVD., SUITE 210
THE WOODLANDS, TX 77381

Senior VP - Store Operations

Signatures

/s/ Walter M.
Broussard 12/10/2013

__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) A portion of the proceeds from the sale were used to pay the exercise price of stock options, pursuant to a broker-assisted cashless exercise.

The price reflected is the weighted average sales price. The actual prices for the transaction reported ranged between \$73.95 and \$74.18

- (2) per share. Upon request by the commission staff, the issuer or the reporting person, a security holder of the issuer, will provide full information regarding the number of shares purchased or sold at each separate price.

The price reflected is the weighted average sales price. The actual prices for the transaction reported ranged between \$73.97 and \$74.53

- (3) per share. Upon request by the commission staff, the issuer or the reporting person, a security holder of the issuer, will provide full information regarding the number of shares purchased or sold at each separate price.

- (4) This option vested 20% on November 30, 2006, 40% on November 30, 2007, 60% on November 30, 2008, 80% on November 30, 2009, and 100% on November 30, 2010

- (5) This options vested 20% on December 4, 2007, 40% on December 4, 2008, 60% on December 4, 2009, 80% on December 4, 2010, and 100% on December 4, 2011

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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