

ATNIP DAVID R  
Form 4  
April 16, 2013

**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)  
04/12/2013

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	(D)	Price			
Common Stock	04/12/2013		M		20,000	A	\$ 17.73	85,100	D	
Common Stock	04/12/2013		M		15,000	A	\$ 33.88	100,100	D	
Common Stock	04/12/2013		M		20,000	A	\$ 22.68	120,100	D	
Common Stock	04/12/2013		M		15,000	A	\$ 19.99	135,100	D	
Common Stock	04/12/2013		M		4,001	A	\$ 6.33	139,101	D	

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Common Stock	04/12/2013	M	4,000	A	\$ 6.34	143,101	D
Common Stock	04/12/2013	M	4,001	A	\$ 3.2	147,102	D
Common Stock	04/15/2013	D	95,902	D	\$ 41.8107	51,200	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 17.73	04/12/2013		M	20,000	<u>(1)</u>	11/30/2014	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 33.88	04/12/2013		M	15,000	<u>(2)</u>	11/30/2015	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 22.68	04/12/2013		M	20,000	<u>(3)</u>	12/04/2016	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 19.99	04/12/2013		M	15,000	<u>(4)</u>	11/27/2017	Common Stock	15,000

Employee Stock Option (right to buy)	\$ 6.33	04/12/2013	M	4,001	<u>(5)</u>	11/25/2018	Common Stock	4,001
Employee Stock Option (right to buy)	\$ 6.34	04/12/2013	M	4,000	<u>(6)</u>	11/24/2019	Common Stock	4,000
Employee Stock Option (right to buy)	\$ 3.2	04/12/2013	M	4,001	<u>(7)</u>	11/30/2020	Common Stock	4,001

## 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

04/16/2013

\*\*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) The option vests in five equal annual installments beginning on November 30, 2005.
- (2) The option vests in five equal annual installments beginning on November 30, 2006.
- (3) The option vests in five equal annual installments beginning December 4, 2007.
- (4) The option vests in five equal annual installments beginning November 27, 2008
- (5) The option vests in five equal annual installments beginning November 25, 2009
- (6) The option vests in five equal annual installments beginning November 24, 2010
- (7) The option vests in five equal annual installments beginning November 30, 2011

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.