

CONNS INC  
Form 4  
December 10, 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 \*  
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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior VP - Store Operations

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)			
				(A) or (D)	Price					
Common Stock	12/09/2013		M	V	5,000	A	\$ 33.88	52,202	D	
Common Stock	12/09/2013		S <sup>(1)</sup>		5,000	D	\$ 74.06	47,202	D	
Common Stock	12/09/2013		M		10,000	A	\$ 22.68	57,202	D	
Common Stock	12/09/2013		S <sup>(1)</sup>		10,000	D	\$ 74.15	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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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 33.88	12/09/2013		M	5,000	11/30/2010 <sup>(4)</sup> 11/30/2015	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 22.68	12/09/2013		M	10,000	12/04/2011 <sup>(5)</sup> 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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