

CONNS INC
Form 4
May 19, 2015

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 *
POPPE MICHAEL J

(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)
05/15/2015

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)

Chief Operating Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount or Price | | | |
| Common Stock | 05/15/2015 | | M | 4,862 (1) A \$ 33.88 | 60,082 (2) | D | |
| Common Stock | 05/15/2015 | | S | 4,862 (1) D \$ 40 | 55,220 (2) | D | |
| Common Stock | 05/18/2015 | | M | 5,138 (1) A \$ 33.88 | 60,358 (2) | D | |
| Common Stock | 05/18/2015 | | S | 5,138 (1) D \$ 40 | 55,220 (2) | 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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Common Stock | \$ 33.88 | 05/15/2015 | | M | 4,862 (1) | 11/30/2010 ⁽³⁾ 11/30/2015 | Common Stock | 4,862 |
| Common Stock | \$ 33.88 | 05/18/2015 | | M | 5,138 (1) | 11/30/2010 ⁽³⁾ 11/30/2015 | Common Stock | 5,138 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| POPPE MICHAEL J 4055 TECHNOLOGY FOREST BLVD., SUITE 210 THE WOODLANDS, TX 77381 | | | Chief Operating Officer | |

Signatures

/s/ Robert F. Bell, as attorney-in-fact 05/19/2015

**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) Exercise of options and sale of shares were made in accordance with a 10b5-1 Plan previously executed.
Amount does not include performance-based restricted stock units ("PBRsUs") granted to the reporting person on 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, 2016, and will be determined based on the Company's Return on Invested Capital.
- (3) This option was granted to Mr. Poppe on November 30, 2005. It vested in full on November 30, 2010.

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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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