

CONNS INC
Form 4
June 02, 2015

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
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WRIGHT THEODORE M

(Last) (First) (Middle)

796 STENDAL ROAD

(Street)

LEWISTOWN, MT 59457

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2015

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)

Chairman, CEO and President

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)
Common Stock	05/27/2015		F	(A) or (D) D	Amount 1,266 (1)	Price \$ 36.9 (2)	248,405 (3) D
Common Stock	05/30/2015		F	(A) or (D) D	Amount 1,398 (4)	Price \$ 36.99 (2)	247,007 (3) D
Common Stock	05/30/2015		F	(A) or (D) D	Amount 2,014 (5)	Price \$ 36.99 (2)	244,993 (3) D

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V	(A)	(D)		Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT THEODORE M 796 STENDAL ROAD LEWISTOWN, MT 59457	X		Chairman, CEO and President	

Signatures

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

06/02/2015

**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) Represents shares withheld to pay withholding taxes due upon vesting of Restricted Stock Units awarded on May 27, 2014.

(2) Price based on closing price of Conn's, Inc. Common Stock on date of vesting.

(3) 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.

(4) Represents shares withheld to pay withholding taxes due upon vesting of the time-based Restricted Stock Units awarded on May 30, 2012.

(5) Represents shares withheld to pay withholding taxes due upon vesting of the performance-based Restricted Stock Units granted to the reporting person on May 30, 2012.

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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