

CONNS INC  
Form 4  
June 03, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
03/24/2014

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/24/2014		A	V	15,775 (1) \$ 0	D	
Common Stock	05/30/2014		F	V	3,340 (3) \$ 46.64 (4)	D	
Common Stock	05/30/2014		F	V	1,159 (5) \$ 46.64 (4)	D	
Common Stock	06/03/2014		F	V	448 (6) \$ 48.32 (4)	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 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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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

06/03/2014

\*\*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 the actual number of restricted stock units earned from the performance-based restricted stock units ("PBRsUs") awarded on May 30, 2012, pursuant to the Company's 2011 Omnibus Incentive Plan. The awards earned were based on the Company's Return on Invested Capital over a two-year period ending January 31, 2014. The restricted stock units vest as follows: 50% on May 30, 2014, 25% on May 30, 2015 and 25% on May 30, 2016.

(2) Amount does not include PBRsUs granted to the reporting person on June 3, 2013 and 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, 2015 and January 31, 2016, respectively, and will be determined based on the Company's Return on Invested Capital.

(3) Represents shares withheld to pay withholding taxes due upon vesting of PBRsUs awarded on May 30, 2012.

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- (4) Price based on closing price of Conn's, Inc. Common Stock on date of vesting.
- (5) Represents shares withheld to pay withholding taxes due upon vesting of time-based restricted stock units awarded on May 30, 2012.
- (6) Represents shares withheld to pay withholding taxes due upon vesting of time-based restricted stock units awarded on June 3, 2013.

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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