CONNS INC Form 4 June 05, 2013

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB

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3235-0287 Number:

OMB APPROVAL

January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading TRAHAN DAVID W Issuer Symbol CONNS INC [CONN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 4055 TECHNOLOGY FOREST 06/03/2013 below) BLVD., SUITE 210 President - Retail (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting THE WOODLANDS, TX 77381 Person

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securion(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	06/03/2013		A	3,273	A	\$ 0 (1)	103,032	D	
Common Stock	06/03/2013		A	4,909	A	\$ 0 <u>(2)</u> <u>(3)</u>	107,941	D	
Common Stock	06/05/2013		F	903	D	\$ 49.79 (4)	107,038	D	

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

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displays a currently valid OMB control

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	ole Date		Number		
				G 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other 10% Owner Officer

TRAHAN DAVID W 4055 TECHNOLOGY FOREST BLVD., SUITE 210 THE WOODLANDS, TX 77381

President - Retail

Signatures

/s/ David W. Trahan

06/05/2013

**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).
- Mr. Trahan was awarded 3,273 Restricted Stock Units ("RSUs"). Each RSU represents a contingent right to receive one share of common stock. The RSUs vest in four equal installments beginning on June 3, 2014. Vested common stock shares will be delivered to the **(1)** reporting person within thirty days following the date of the vesting of the shares. The RSUs may be settled only by delivering shares of Conn's, Inc. Common Stock, and thus, the grant is being reported on Table I as allowed by SEC guidance.
- Mr. Trahan was was awarded performance-based RSUs determined based on attainment of established financial metrics for the two-year (2) period ending January 31, 2015. The Maximum level performance-based RSU award is 4,909. Based on actual performance, the award can range between zero and 100% of the Maximum award.
- Each RSU represents a contingent right to receive one share of common stock. 50% of the RSUs vest on June 3, 2015, 25% of the RSUs vest on June 3, 2016 and 25% of the RSUs vest on June 3, 2017. Vested common stock shares will be delivered to the reporting person within thirty days following the date of the vesting of the shares. The RSUs may be settled only by delivering shares of Conn's, Inc. Common Stock, and thus, the grant is being reported on Table I as allowed by SEC guidance.

(4)

Reporting Owners 2

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Price based on closing price of Conn's, Inc. Common Stock on date of vesting. Transaction Date represents that date such shares issued to reporting person.

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.