

CONNS INC  
Form 4  
June 03, 2014

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
12/05/2012

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)

President and CEO

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 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	12/05/2012		F	Amount 4,166 (1)	(A) or (D) D \$ 27.2 (2)	163,330 (3)	D
Common Stock	12/05/2013		F	6,992 (1)	\$ 69.82 (2)	156,338 (3)	D
Common Stock	03/24/2014		A	29,447 (4)	A \$ 0	185,785 (3)	D
Common Stock	05/30/2014		F	6,176 (5)	\$ 46.64 (2)	179,609 (3)	D
	05/30/2014		F			178,030 (3)	D

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Common					1,579		\$
Stock					<u>(6)</u>		46.64
							<u>(2)</u>
							\$
Common	06/03/2014		F	739 <u>(7)</u>	D	48.32	177,291 <u>(3)</u>
Stock						<u>(2)</u>	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 required to respond unless the form displays a currently valid OMB control number.**

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
WRIGHT THEODORE M 796 STENDAL ROAD LEWISTOWN, MT 59457	X President and CEO

## 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).

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- (1) Represents shares withheld to pay withholding taxes due upon vesting of Restricted Stock Units awarded on December 5, 2011.
- (2) Price based on closing price of Conn's, Inc. Common Stock on date of vesting.

Amount does not include performance-based restricted stock units ("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

- (3) 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.

Represents the actual number of restricted stock units earned from the 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.

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