

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TRAHAN DAVID W

(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
__X__ Officer (give title below) ____ Other (specify below)

President- Retail

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	03/24/2014		A	Amount 12,410 (1)	(A) or (D) A \$ 0 77,537 (2)	D	
Common Stock	05/30/2014		F	2,627 (3)	\$ 46.64 (4) 74,910 (2)	D	
Common Stock	05/30/2014		F	912 (5)	\$ 46.64 (4) 73,998 (2)	D	
Common Stock	06/03/2014		F	343 (6)	\$ 48.32 (4) 73,655 (2)	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 Report Transaction (Instr. 10)
				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

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

President- Retail

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).

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.

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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