

ATNIP DAVID R  
Form 4  
June 18, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
ATNIP DAVID R

(Last) (First) (Middle)  
3295 COLLEGE STREET  
(Street)

BEAUMONT, TX 77701

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
06/14/2012

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)  
Senior VP/Treasurer

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) |         |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |         |   |  |
| Common Stock                    | 06/14/2012                           |  | M                              |   | 23,600  | A  | \$ 14   | 157,500 | D |  |
| Common Stock                    | 06/14/2012                           |  | M                              |   | 11,999  | A  | \$ 6.33   | 169,499 | D |  |
| Common Stock                    | 06/14/2012                           |  | M                              |   | 8,000   | A  | \$ 6.34   | 177,499 | D |  |
| Common Stock                    | 06/14/2012                           |  | M                              |   | 3,999   | A  | \$ 3.2  | 181,498 | D |  |
| Common Stock                    | 06/14/2012                           |  | S                              |   | 47,598  | D  | \$ 16.0666  | 133,900 | D |  |

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Common Stock      06/15/2012      S      10,000      D      \$ 16.0196      123,900      D

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

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(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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Common Stock Options                       | \$ 14  | 06/14/2012                           |  | M                              | 23,600  | <u>(1)</u> 11/25/2013                                    | Common Stock  | 23,600                     |                            |
| Common Stock Options                       | \$ 6.33  | 06/14/2012                           |  | M                              | 11,999  | <u>(3)</u> 11/25/2018                                    | Common Stock  | 11,999                     |                            |
| Common Stock Options                       | \$ 6.34  | 06/14/2012                           |  | M                              | 8,000   | <u>(4)</u> 11/24/2019                                    | Common Stock  | 8,000                      |                            |
| Common Stock Options                       | \$ 3.2   | 06/14/2012                           |  | M                              | 3,999   | <u>(5)</u> 11/30/2020                                    | Common Stock  | 3,999                      |                            |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| ATNIP DAVID R<br>3295 COLLEGE STREET<br>BEAUMONT, TX 77701 |               |           | Senior VP/Treasurer |       |

## Signatures

/s/ David R.  
Atnip

06/18/2012

\_\_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) Original stock options granted November 25, 2013, and vested in five equal installments. Options expire fully on November 25, 2013.
- (2) Not a required reportable field. SEC software requires a dollar amount; use zeros per SEC.
- (3) Original stock options granted July 15, 2008, and vested in five equal installments. Options expire fully on November 25, 2018.
- (4) Original stock options granted November 24, 2009, and vested in five equal installments. Options expire fully on November 24, 2019.9
- (5) Original stock options granted November 30, 2010, and vested in five equal installments. Options expire fully on November 30,2020.

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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