

STEPHENS WARREN A
Form 4
March 01, 2006

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 *
STEPHENS WARREN A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
111 CENTER STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2006

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

LITTLE ROCK, AR 72201

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price				
Common Stock	02/27/2006		S		24,000 (1)	D	\$ 37.22 5,360,925	I	By voting trust
Common Stock	02/28/2006		S		208,000 (2)	D	\$ 37.2203 5,152,925	I	By voting trust
Common Stock	03/01/2006		S		118,000 (3)	D	\$ 37.2323 5,034,925 (4)	I	By voting trust
Common Stock							172,100	I	By Stephens Inc.
Common Stock							84,234	I	By Stephens

Common Stock		36,122	I	Group, Inc. By LLC
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPHENS WARREN A 111 CENTER STREET LITTLE ROCK, AR 72201		X		

Signatures

Todd Ferguson, attorney in fact for reporting person
 Date: 03/01/2006
 **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 sale of 6,000 shares by each of Warren A. Stephens Trust, Harriet C. Stephens Trust, Warren and Harriet Stephens Children's Trust and Stephens Group, Inc.

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- (2) Represents sale of 55,000 shares by Warren A. Stephens Trust, 55,000 shares by Stephens Group, Inc., 54,000 shares by Warren and Harriet Stephens Children's Trust and 44,000 shares by Harriet C. Stephens Trust.
- (3) Represents sale of 39,000 shares by Warren A. Stephens Trust, 39,000 shares by Stephens Group, Inc. and 40,000 shares by Warren and Harriet Stephens Children's Trust.
- Includes 921,538 shares beneficially owned by Stephens Group, Inc. and 149,199 shares beneficially owned by Stephens Inc., of which reporting person is President and CEO. Also includes 1,971,550 shares beneficially owned by Warren A. Stephens Trust and 168,498 shares beneficially owned by Warren A. Stephens Grantor Trust, for benefit of reporting person. Also includes 739,100 shares beneficially owned by Harriet C. Stephens Trust, for benefit of reporting person's spouse. Also includes 918,123 shares beneficially owned by Warren and Harriet Stephens Children's Trust, 51,282 shares beneficially owned by each of Warren Miles Amerine Stephens 95 Trust, John Calhoun Stephens 95 Trust and Laura Whitaker Stephens 95 Trust, and 4,357 shares beneficially owned by each of Warren Miles Amerine Stephens Trust, John Calhoun Stephens Trust and Laura Whitaker Stephens Trust, for benefit of reporting person's children.
- (4)

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.