

CONNS INC
Form 4
October 31, 2005

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 CAROL

(Last) (First) (Middle)
111 CENTER STREET
(Street)
LITTLE ROCK, AR 72201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (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 (A) or (D) Price | | |
| Common Stock | 10/27/2005 | | S | | 56,800 (1) \$ 29.1499 | D | 3,308,865 I By voting trust |
| Common Stock | 10/27/2005 | | S | | 6,000 (2) \$ 29.1499 | D | 3,302,865 I By voting trust |
| Common Stock | 10/27/2005 | | S | | 6,000 (3) \$ 29.1499 | D | 3,296,865 I By voting trust |
| Common Stock | 10/27/2005 | | S | | 15,000 (4) \$ 29.1499 | D | 3,281,865 I By voting trust |
| Common Stock | 10/27/2005 | | S | | 1,500 (5) \$ 29.1499 | D | 3,280,365 I By voting trust |
| | 10/31/2005 | | S | | | D | 3,267,165 I |

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| | | | | | | | | | |
|--------------|------------|---|---------------|---|------------|-----------|-------|--|-----------------|
| Common Stock | | | 13,200 (1) | | \$ 29.3298 | | | | By voting trust |
| Common Stock | 10/31/2005 | S | 3,000 (2) | D | \$ 29.3298 | 3,264,165 | I | | By voting trust |
| Common Stock | 10/31/2005 | S | 3,000 (3) | D | \$ 29.3298 | 3,261,165 | I | | By voting trust |
| Common Stock | 10/31/2005 | S | 10,000 (4) | D | \$ 29.3298 | 3,251,165 | (6) I | | By voting trust |
| Common Stock | | | | | | 36,122 | I | | By LLC |

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

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

Signatures

Todd Ferguson, attorney in fact for reporting person
10/31/2005

__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 shares beneficially owned by spouse's revocable trust.
- (2) Represents sale of shares beneficially owned by Arden Jewell Stephens Trust for benefit of reporting person's child.
- (3) Represents sale of shares beneficially owned by W.R. Stephens, III Trust for benefit of reporting person's child.
- (4) Represents sale of shares beneficially owned by W.R. Stephens, Jr. Children's Trust for benefit of reporting person's children.
- (5) Represents sale of shares beneficially owned by reporting person.

Includes 202,774 shares beneficially owned by W.R. Stephens, Jr. Children's Trust and 30,489 shares beneficially owned by each of W.R. Stephens, III Trust and Arden Jewell Stephens Trust for benefit of reporting person's children. Also includes 12,019 shares beneficially owned by reporting person, and 1,292,531 shares beneficially owned by spouse's revocable trust. Also includes 1,682,863 shares beneficially owned by Pamela D. Stephens Trust One, of which reporting person's spouse is a trustee.

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