

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>STEPHENS HARRIET C</u><br><br>(Last) (First) (Middle)<br><u>111 CENTER STREET</u><br><br>(Street)<br><u>LITTLE ROCK AR 72201</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CONNS INC [ CONN ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/08/2016</u>    |  |
|   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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                    | 01/08/2016                           |  | P                              |   | 30,000  | A          | \$16.7582 <sup>(1)</sup> | 1,904,247   | I  | By Warren A. Stephens Trust                           |
| Common Stock                    | 01/08/2016                           |  | P                              |   | 30,000  | A          | \$16.7582 <sup>(2)</sup> | 682,617   | I  | Harriet C. Stephens Trust                             |
| Common Stock                    | 01/08/2016                           |  | P                              |   | 90,000  | A          | \$16.7582 <sup>(2)</sup> | 931,038   | I  | Warren and Harriet Stephens Childrens Trust           |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 82,430  | I  | By Stephens Inc.                                      |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 206,116   | I  | By WAS Conns Annuity Trust One                        |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 323,673   | I  | By Stephens Investments Holdings LLC                  |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 100,350   | I  | Warren A. Stephens Grantors Trust                     |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 56,633  | I  | By Warren Miles Amerine Stephens 1995 Trust           |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 6,352   | I  | By Warren Miles Amerine Stephens Trust                |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 56,633  | I  | By John Calhoun Stephens 1995 Trust                   |

**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                    |                                      |  |                                |   |   |            |       | 6,352   | I  | By John Calhoun Stephens Trust                        |
| Common Stock                    |                                      |  |                                |   |   |            |       | 56,633  | I  | By Laura Whitaker Stephens 1995 Trust                 |
| Common Stock                    |                                      |  |                                |   |   |            |       | 6,352   | I  | By Laura Whitaker Stephens Trust                      |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- Price is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$17.205 to \$16.25, inclusive. Reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the SEC, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in the footnotes herein.
- Price is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$17.205 to \$16.25, inclusive.

**Remarks:**

Todd Ferguson, attorney in fact 01/12/2016  
for reporting person

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.