

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>STEPHENS HARRIET C</u>  (Last) (First) (Middle) <u>111 CENTER STREET</u>  (Street) <u>LITTLE ROCK AR 72201</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONNS INC [ CONN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/12/2012</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/12/2012		s		15,400	D	\$17.5802 <sup>(1)</sup>	6,302,708	I	By voting trust
Common Stock	04/12/2012		s		52,700	D	\$17.5802 <sup>(2)</sup>	6,250,008 <sup>(3)</sup>	I	By voting trust
Common Stock								152,497	I	By LLC
Common Stock								599	I	By 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)		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)					

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.65 to \$17.50, inclusive. The 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 sold at each separate price within the ranges set forth in footnotes (1) and (2).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.65 to \$17.50, inclusive.
- Includes 2,743,513 shares beneficially owned by Warren A. Stephens Trust, and 164,860 shares beneficially owned by Stephens Inc. Also includes 206,116 shares beneficially owned by WAS Conns Annuity Trust One, 274,885 shares beneficially owned by Stephens Investments Holdings LLC, and 200,701 shares beneficially owned by Warren A. Stephens Grantor Trust. Also includes 1,077,745 shares beneficially owned by Harriet C. Stephens Trust. Also includes 1,338,794 shares beneficially owned by Warren and Harriet Stephens Children's Trust, 74,779 shares beneficially owned by each of Warren Miles Amerine Stephens 95 Trust, John Calhoun Stephens 95 Trust, and Laura Whitaker Stephens 95 Trust, and 6,352 shares beneficially owned by each of three additional childrens trusts.

**Remarks:**

Todd Ferguson, attorney in fact 04/16/2012  
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.