

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>POPPE MICHAEL J</u>  (Last) (First) (Middle) <u>4055 TECHNOLOGY FOREST BLVD., SUITE 210</u>  (Street) <u>THE WOODLANDS TX 77381</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP and COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/03/2013</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	06/03/2013		A		4,280	A	\$0 <sup>(1)</sup>	39,556	D	
Common Stock	06/03/2013		A		6,420	A	\$0 <sup>(2)(3)</sup>	45,976	D	
Common Stock	06/05/2013		F		1,148	D	\$49.79 <sup>(4)</sup>	44,828	D	

**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:**

- Mr. Poppe was awarded 4,280 Restricted Stock Units ("RSUs"). Each RSU represents a contingent right to receive one share of common stock. The RSUs vest in four equal installments beginning on June 3, 2014. Vested common stock shares will be delivered to the reporting person within thirty days following the date of the vesting of the shares. The RSUs may be settled only by delivering shares of Conn's, Inc. Common Stock, and thus, the grant is being reported on Table I as allowed by SEC guidance.
- Mr. Poppe was awarded performance-based RSUs determined based on attainment of established financial metrics for the two-year period ending January 31, 2015. The Maximum level performance-based RSU award is 6,420. Based on actual performance, the award can range between zero and 100% of the Maximum award.
- Each RSU represents a contingent right to receive one share of common stock. 50% of the RSUs vest on June 3, 2015, 25% of the RSUs vest on June 3, 2016 and 25% of the RSUs vest on June 3, 2017. Vested common stock shares will be delivered to the reporting person within thirty days following the date of the vesting of the shares. The RSUs may be settled only by delivering shares of Conn's, Inc. Common Stock, and thus, the grant is being reported on Table I as allowed by SEC guidance.
- Price based on closing price of Conn's, Inc. Common Stock on date of vesting. Transaction Date represents that date such shares issued to reporting person.

/s/ Michael J. Poppe

06/05/2013

\*\* 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.