

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* <u>WRIGHT THEODORE M</u> (Last) (First) (Middle) 796 STENDAL ROAD (Street) LEWISTOWN MT 59457 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONN INC [CONN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 06/12/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/12/2014		M		10,000	A	\$7.54	187,291 ⁽¹⁾	D	
Common Stock	06/12/2014		M		16,862	A	\$11.86	204,153 ⁽¹⁾	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						Title
Non-Employee Director Stock Option (Right to Buy)	\$7.54	06/12/2014		M		10,000		05/25/2011 ⁽²⁾	05/25/2020	Common Stock	10,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$11.86	06/12/2014		M		16,862		12/05/2012 ⁽³⁾	12/05/2016	Common Stock	16,862	\$0	158,138	D	

Explanation of Responses:

- Amount does not include performance-based restricted stock units ("PBRUs") granted to the reporting person on June 3, 2013 and May 27, 2014, as performance awards not tied to stock price are not derivative securities for purposes of Section 16 under guidance from the staff of the SEC. The number of PBRUs that the reporting person will receive will be determined at the end of the two-year performance period ending January 31, 2015 and January 31, 2016, respectively, and will be determined based on the Company's Return on Invested Capital.
- This option was granted to Mr. Wright on May 25, 2010 under the 2003 Non-Employee Director Stock Option Plan prior to Mr. Wright becoming the President and Chief Executive Officer of Conn's, Inc. It vested on May 25, 2011.
- Mr. Wright was granted 175,000 stock options on December 5, 2011. The options vest in three equal installments on December 5, 2012, December 5, 2013 and December 5, 2014, provided, however, before the options vest, the closing price of Conn's common stock must close at or above \$18 per share for at least 20 consecutive trading days.

/s/ Robert F. Bell, as attorney- 06/16/2014
in-fact

** 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.