П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

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 I. Nume and Address of Reporting Leson | | n* | 2. Issuer Name and Ticker or Trading Symbol CONNS INC CONN | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|------------------------------------------|--------------------|-------|-------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------|---------|-----------------------|--|--|--|
| | | | | X | Director | Х | 10% Owner | | | |
| (Last) 111 CENTER ST |) (Eirct) (Middlo) | | 3. Date of Earliest Transaction (Month/Day/Year) 08/26/2004 | | Officer (give title below) | | Other (specify below) | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) Line) | | | | | | | |
| (Street) LITTLE ROCK | AR | 72201 | | X | Form filed by One F | • | 0 | | | |
| (City) | (State) | (Zip) | | | Person | Indir C | | | | |

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. Transa Code (8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Benerted | 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 | Price Reported Transaction(s) (Instr. 3 and 4) | | (11301.4) | |
| Common Stock | 08/26/2004 | | J ⁽¹⁾ | | 2,803 | A | \$ <mark>0</mark> | 2,803 | D | | |
| Common Stock | 08/26/2004 | | J ⁽²⁾ | | 63,287 | D | \$ <mark>0</mark> | 119,322 | Ι | By LLC | |
| Common Stock | | | | | | | | 633,947 | I | By voting trust | |
| Common Stock | | | | | | | | 42,857 ⁽³⁾ | Ι | By LLC | |
| Common Stock | | | | | | | | 36,122 ⁽⁴⁾ | Ι | By LLC | |

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. Transa Code (8) | | of Deriv Secu Acqu (A) or Dispo of (D) (Instr | 5. Number of Expiration Dat Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | ate | 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 | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Reflects distribution to reporting person of shares previously reported as indirectly owned by LLC.

2. Reflects pro-rata distribution to members of shares previously reported as indirectly owned by LLC.

3. Reporting person disclaims beneficial ownership of reported securities except to the extent of reporting person's pecuniary interest therein.

4. Previous reports filed by reporting person mistakenly reported 451,176 shares owned indirectly by LLC.

Remarks:

Todd Ferguson, attorney in fact for reporting person

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.