

FORM 5

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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

ANNUAL 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: 3235-0362

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hours per response: 1.0

1. Name and Address of Reporting Person* <u>MARTIN DOUGLAS H</u> (Last) (First) (Middle) <u>111 CENTER ST.</u> (Street) <u>LITTLE ROCK AR 72201</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONNS INC [CONN]</u> 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>01/31/2012</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	04/25/2011		G	1,000	D	\$0	180,919	I	By voting trust
Common Stock	04/25/2011		G	1,000 ⁽¹⁾	D	\$0	179,919	I	By voting trust
Common Stock	04/25/2011		G	1,000 ⁽¹⁾	D	\$0	178,919	I	By voting trust
Common Stock	04/25/2011		G	1,000 ⁽¹⁾	D	\$0	177,919	I	By voting trust
Common Stock	04/25/2011		G	4,000 ⁽¹⁾	D	\$0	173,919	I	By voting trust
Common Stock	04/25/2011		A	7,000 ⁽¹⁾	A	\$0	7,000	I	By children
Common Stock	12/29/2011		G	100	D	\$0	173,819	I	By voting trust
Common Stock	12/29/2011		G	100	D	\$0	173,719	I	By voting trust
Common Stock	12/29/2011		G	100	D	\$0	173,619	I	By voting trust
Common Stock	12/29/2011		G	100	D	\$0	173,519	I	By voting trust
Common Stock	12/29/2011		G	100	D	\$0	173,419	I	By voting trust
Common Stock	12/29/2011		G	100 ⁽¹⁾	D	\$0	173,319	I	By voting trust
Common Stock	12/29/2011		G	100 ⁽¹⁾	D	\$0	173,219	I	By voting trust
Common Stock	12/29/2011		G	200 ⁽¹⁾	A	\$0	7,200	I	By children
Common Stock	01/09/2012		G	100	D	\$0	173,119	I	By voting trust
Common Stock							14,602	I	By IRA
Common Stock							152,032 ⁽²⁾	I	By Stephens Investment Partners 2000 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)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Underlying Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Explanation of Responses: 1. Transaction involves gift to child's custodial account for which reporting person or reporting person's spouse is custodian. 2. Reporting person disclaims beneficial ownership of these shares except to the extent (A) his or her										

Remarks:

Todd Ferguson, attorney in fact 03/16/2012
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.