

**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>BROUSSARD WALTER M</u>  (Last) (First) (Middle) 4055 TECHNOLOGY FOREST BLVD., SUITE 210  (Street) THE WOODLANDS TX 77381  (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 X Officer (give title below) Other (specify below) <u>Senior VP - Store Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/09/2013	
6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/09/2013		M		5,000	A	\$33.88	52,202	D	
Common Stock	12/09/2013		S <sup>(1)</sup>		5,000	D	\$74.06 <sup>(2)</sup>	47,202	D	
Common Stock	12/09/2013		M		10,000	A	\$22.68	57,202	D	
Common Stock	12/09/2013		S <sup>(1)</sup>		10,000	D	\$74.15 <sup>(3)</sup>	47,202	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
Employee Stock Option (right to buy)	\$33.88	12/09/2013		M			5,000	11/30/2010 <sup>(4)</sup>	11/30/2015	Common Stock	5,000	\$0	36,319	D	
Employee Stock Option (right to buy)	\$22.68	12/09/2013		M			10,000	12/04/2011 <sup>(5)</sup>	12/04/2016	Common Stock	10,000	\$0	26,319	D	

**Explanation of Responses:**

- A portion of the proceeds from the sale were used to pay the exercise price of stock options, pursuant to a broker-assisted cashless exercise.
- The price reflected is the weighted average sales price. The actual prices for the transaction reported ranged between \$73.95 and \$74.18 per share. Upon request by the commission staff, the issuer or the reporting person, a security holder of the issuer, will provide full information regarding the number of shares purchased or sold at each separate price.
- The price reflected is the weighted average sales price. The actual prices for the transaction reported ranged between \$73.97 and \$74.53 per share. Upon request by the commission staff, the issuer or the reporting person, a security holder of the issuer, will provide full information regarding the number of shares purchased or sold at each separate price.
- This option vested 20% on November 30, 2006, 40% on November 30, 2007, 60% on November 30, 2008, 80% on November 30, 2009, and 100% on November 30, 2010
- This options vested 20% on December 4, 2007, 40% on December 4, 2008, 60% on December 4, 2009, 80% on December 4, 2010, and 100% on December 4, 2011

/s/ Walter M. Broussard 12/10/2013

\*\* 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.