

ATNIP DAVID R
Form 4
June 18, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ATNIP DAVID R

(Last) (First) (Middle)
3295 COLLEGE STREET
(Street)

BEAUMONT, TX 77701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CONN INC [CONN]

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)
Senior VP/Treasurer

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	(D)	Price
Common Stock	06/14/2012		M		23,600	A	\$ 14
Common Stock	06/14/2012		M		11,999	A	\$ 6.33
Common Stock	06/14/2012		M		8,000	A	\$ 6.34
Common Stock	06/14/2012		M		3,999	A	\$ 3.2
Common Stock	06/14/2012		S		47,598	D	\$ 16.0666
							157,500
							169,499
							177,499
							181,498
							133,900

Signatures

/s/ David R.
Atnip

06/18/2012

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Original stock options granted November 25, 2013, and vested in five equal installments. Options expire fully on November 25, 2013.
- (2) Not a required reportable field. SEC software requires a dollar amount; use zeros per SEC.
- (3) Original stock options granted July 15, 2008, and vested in five equal installments. Options expire fully on November 25, 2018.
- (4) Original stock options granted November 24, 2009, and vested in five equal installments. Options expire fully on November 24, 2019.9
- (5) Original stock options granted November 30, 2010, and vested in five equal installments. Options expire fully on November 30,2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.