

WRIGHT THEODORE M
Form 4
March 23, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
WRIGHT THEODORE M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
796 STENDAL ROAD

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO/President

(Street)
LEWISTOWN, MT 59457

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/24/2011		M		21,667	A	\$ 0 (2)
Common Stock	11/24/2011		M		21,667	A	\$ 0 (3)
Common Stock	02/24/2012		M		21,666	A	\$ 0 (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	08/24/2011		M	21,667	08/24/2011	09/23/2011	Common stock	21,667
Restricted Stock Units	(3)	11/24/2011		M	21,667	11/24/2011	12/24/2011	Common Stock	21,667
Restricted Stock Units	(4)	02/24/2012		M	21,666	02/24/2012	02/24/2012	Common Stock	21,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT THEODORE M 796 STENDAL ROAD LEWISTOWN, MT 59457	X		CEO/President	

Signatures

/s/ Theodore M. Wright
03/23/2012

**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) Each Restricted Stock Unit represents a contingent right to receive one share of Conn's, Inc. common stock

Each Restricted Stock Unit represents one contingent right to receive one share of Conn's Inc. common stock. On August 24, 2011,

(2) 21,667 of the reporting person's Restricted Stock Units vested, and the reporting person was in constructive receipt of 21,667 shares of common stock on such date.

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Each Restricted Stock Unit represents one contingent right to receive one share of Conn's Inc. common stock. On November 24, 2011, (3) 21,667 of the reporting person's Restricted Stock Units vested, and the reporting person was in constructive receipt of 21,667 shares of common stock on such date.

Each Restricted Stock Unit represents one contingent right to receive one share of Conn's Inc. common stock. On February 24, 2012, (4) 21,667 of the reporting person's Restricted Stock Units vested, and the reporting person was in constructive receipt of 21,667 shares of common stock on such date

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

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