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CONNS INC

Reported by

MARTIN BOB L

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/29/12 for the Period Ending 05/24/12

Address	3295 COLLEGE STREEET BEAUMONT, TX 77701
Telephone	4098321696
CIK	0001223389
Symbol	CONN
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MARTIN BOB L (Last) (First) (Middle)	**CONNS INC [CONN]**	__ **X** __ Director _____ 10% Owner
6 NOTTINGHAM LANE (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **5/24/2012**	_____ Officer (give title below) _____ Other (specify below)
ROGERS, AR 72758 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**5/24/2012**		**M**		**9561**	**A**	**$0** (1)	**23677**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Restricted Stock Units	**$0** (1)	**5/24/2012**		**M**			**9561**	**5/24/2012**	(2)	**Common Stock**	**9561**	**$0** (1)	**0**	**D**	

Explanation of Responses:

(1) Each Restricted Stock Unit represents a contingent right to receive one share of Conn's, Inc. common stock. On May 24, 2012, 9,561 shares of the reporting person's Restricted Stock Units vested, and 9,561 shares of common stock were issued to the reporting owner on May 29, 2012.

(2) The Restricted Stock Units convert to shares of Common Stock which are deemed to be issued, if not issued, thirty days following the vesting of the Restricted Stock Units. No expiration Date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN BOB L **6 NOTTINGHAM LANE** **ROGERS, AR 72758**	**X**			

Signatures

/s/ Bob L. Martin	5/29/2012
** 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.

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