

**CONNS INC**  
Reported by  
**MILLER NORMAN**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 06/01/17 for the Period Ending 02/23/17

Address	4055 TECHNOLOGY FOREST BLVD, SUITE 210 THE WOODLANDS, TX 77381
Telephone	9362305899
CIK	0001223389
Symbol	CONN
SIC Code	5731 - Radio, Television, and Consumer Electronics Stores
Industry	Computer & Electronics Retailers
Sector	Consumer Cyclical
Fiscal Year	01/31

# FORM 4

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

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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 or Section 30(h) 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)	
<b>Miller Norman</b>		<b>CONNS INC [ CONN ]</b>		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chairman, President and CEO</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>4055 TECHNOLOGY FOREST</b>		<b>2/23/2017</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>THE WOODLANDS, TX 77381</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

### 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	2/23/2017		A		258000 (1)(2)	A	\$0.00	413559 (3)	D	

### Table II - Derivative Securities 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. 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				

#### Explanation of Responses:

- Restricted Stock Units ("RSUs") awarded to the reporting person under Conn's, Inc.'s Amended 2016 Omnibus Incentive Plan. Each RSU represents a contingent right to receive one share of common stock. The RSUs vest in 3 equal annual installments commencing on February 23, 2018.
- This grant was contingently awarded on February 23, 2017 pending shareholder approval of Conn's, Inc.'s Amended 2016 Omnibus Incentive Plan at the annual meeting of stockholders on May 31, 2017.
- Amount does not include performance-based restricted stock units ("PBRsUs") granted to the reporting person on February 23, 2017. The number of PBRsUs that the reporting person will receive will be determined at the end of the three-year performance period ending January 31, 2020, and will be determined based on the Company's three-year EBITDA performance. Performance awards not tied to stock price are not derivative securities for purposes of Section 16 under guidance from the staff of the SEC.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Miller Norman</b> <b>4055 TECHNOLOGY FOREST</b> <b>THE WOODLANDS, TX 77381</b>	X		<b>Chairman, President and CEO</b>	

#### Signatures

/s/ Mark Prior, as attorney-in-fact

6/1/2017

\*\*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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