

CONNS INC
Form 4
March 01, 2005

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 *
FRANK C WILLIAM

(Last) (First) (Middle)
7435 PRESTWICK

(Street)

BEAUMONT, TX 77708

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
Former Executive Officer

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)
				(A) or (D) Price			
Common Stock	02/25/2005		M	37,720 A \$ 8.21	239,240	D	
Common Stock	02/25/2005		M	3,200 A \$ 14	242,440	D	

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

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SEC 1474 (9-02)

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
Common Stock	\$ 8.21	02/25/2005		M	37,720	<u>(1)</u>	07/27/2010	Common Stock	37,720
Common Stock	\$ 14	02/25/2005		M	3,200	<u>(3)</u>	11/24/2013	Common Stock	3,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANK C WILLIAM 7435 PRESTWICK BEAUMONT, TX 77708				Former Executive Officer

Signatures

/s/ C. William
Frank 02/28/2005

**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) This Employee Stock Option to acquire 70,000 shares of common stock was granted on July 27, 2000, and vests in five equal installments on July 27, 2001, 2002, 2003, 2004 and 2005. As of the date of this filing, Mr. Frank has now exercised all available options under this grant; the remainder lapsed upon Mr. Frank's retirement on January 31, 2005.

(2) Not a required reportable field. SEC software requires a dollar amount; use zeros per SEC.

(3) This Employee Stock Option to acquire 48,500 shares of common stock was granted on November 24, 2003, and vests in five equal installments on November 24, 2004, 2005, 2006, 2007 and 2008. As of the date of this filing, Mr. Frank has now exercised all available options under this grant; the remainder lapsed upon Mr. Frank's retirement on January 31, 2005.

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.