

STEPHENS WARREN A
Form 5
March 17, 2010

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
STEPHENS WARREN A

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

111 CENTER STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/31/2010

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

6. Individual or Joint/Group Reporting

(check applicable line)

LITTLE ROCK, AR 72201

Form Filed by One Reporting Person
 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. 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	08/06/2009	^	G	3,695 D \$ 0	4,353,157 (1)	I	By voting trust
Common Stock	^	^	^	^ ^ ^	329	I	By LLC
Common Stock	^	^	^	^ ^ ^	424	I	By trust

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Amount or Number of Shares. Includes sub-headers for Date Exercisable and Expiration Date.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Relationships sub-columns: Director, 10% Owner, Officer, Other. Entry for STEPHENS WARREN A, 111 CENTER STREET, LITTLE ROCK, AR 72201 with checkmarks for 10% Owner and Officer.

Signatures

Todd Ferguson, attorney in fact for reporting person, 03/17/2010. **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).
Includes 22,808 shares beneficially owned by Warren A. Stephens Trust, and 149,199 shares beneficially owned by Stephens Inc., of which reporting person is President and CEO. Also includes 2,000,000 shares beneficially owned by WAS Conns Annuity Trust One, for benefit of reporting person, 188,515 shares beneficially owned by Stephens Investments Holdings LLC, of which reporting person is manager, and 168,498 shares beneficially owned by Warren A. Stephens Grantor Trust, for benefit of reporting person. Also includes 739,100 shares beneficially owned by Harriet C. Stephens Trust, for benefit of reporting person's spouse. Also includes 918,123 shares beneficially owned by Warren and Harriet Stephens Children's Trust, 51,282 shares beneficially owned by each of Warren Miles Amerine Stephens 95 Trust, John Calhoun Stephens 95 Trust, and Laura Whitaker Stephens 95 Trust, and 4,356 shares beneficially owned by each of three additional childrens trusts.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.