

STEPHENS WARREN A
Form 4
February 24, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
STEPHENS WARREN A

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)
111 CENTER STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2005

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

LITTLE ROCK, AR 72201

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

(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)		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	02/22/2005		P	12,000	A \$ 15.7796	12,000	I	By Stephens Inc.
Common Stock	02/23/2005		P	26,200	A \$ 16.062	38,200	I	By Stephens Inc.
Common Stock	02/24/2005		P	35,400	A \$ 16.0672	73,600	I	By Stephens Inc.
Common Stock						35,034 ⁽¹⁾	I	By Stephens Group,

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Reflects distribution of 31,779 shares from Stephens Investment Partners 2000C LLC to Stephens Group, Inc., a non-managing member of the LLC for which reporting person serves as president.

- (2) Includes 1,021,538 shares beneficially owned by Stephens Group, Inc. and 149,199 shares owned by Stephens Inc., of which reporting person is President and CEO. Also includes 2,071,550 shares beneficially owned by Warren A. Stephens Trust and 168,498 shares beneficially owned by Warren A. Stephens Grantor Trust, for benefit of reporting person. Also includes 789,100 shares beneficially owned by Harriet C. Stephens Trust, for benefit of reporting person's spouse. Also includes 1,018,123 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 4,357 shares beneficially owned by each of Warren Miles Amerine Stephens Trust, John Calhoun Stephens Trust and Laura Whitaker Stephens Trust, for benefit of reporting person's children.

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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