

DILLARDS INC
Form 5
March 13, 2008

FORM 5

**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).
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 *
DILLARD ALEX

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

1600 CANTRELL ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/02/2008

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)	(A) or (D) Price	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 Indirect Beneficial Ownership (Instr. 4)
Common Class A	09/11/2007	Â	G	3,600 D	\$ (6)	587,137 (1)	D	Â
Dillard's Capital Trust 1 7.5% Capital Securities	Â	Â	Â	Â	Â	20,000	D	Â
Common Class A -	Â	Â	Â	Â	Â	62,688	D	Â

Retirement Plan

Common Class A	Â	Â	Â	Â	Â	Â	41,496 ⁽²⁾	D	Â
Common Class B	Â	Â	Â	Â	Â	Â	3,985,776 ⁽³⁾	D	Â
Common Class A	Â	Â	Â	Â	Â	Â	26,215 ⁽⁴⁾	D	Â
Common Class A	Â	Â	Â	Â	Â	Â	295,014 ⁽⁵⁾	D	Â
Common Class A	Â	Â	Â	Â	Â	Â	36,000	I	Owned by Spouse

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)

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. of D Se B O E Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DILLARD ALEX 1600 CANTRELL ROAD LITTLE ROCK, AR 72201	Â X	Â	Â President	Â

Signatures

Alex Dillard 03/14/2007

**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) Col 5 includes 9506 shares of Class A acquired under Rule 16(b)-3(c).
- (2) 41,496 Shares by W.D. Company. Reporting person owns 27.93%. This is W.D. Co.'s entire interest.
- (3) 3,985,776 Class B Shares by W.D. Company. Reporting person owns 27.93%. This is W.D. Co.'s entire interest.
- (4) Co-Trustee and co-beneficiary of WTD Exemption Trust.
- (5) Co-Trustee of WTD Exemption Trust.
- (6) Gift

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.