**DILLARDS INC** Form 4 April 04, 2011

## FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

burden hours per

**OMB APPROVAL** 

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

Class A Common

Class B

(Print or Type Responses)

1. Name and Address of Reporting Person * DILLARD WILLIAM T II			2. Issuer Name <b>and</b> Ticker or Trading Symbol DILLARDS INC [DDS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(			
1600 CANTRELL ROAD			(Month/Day/Year) 04/01/2011	_X_ Director 10% OwnerX_ Officer (give title Other (specify below)			
				CEO, Chairman of Board			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
LITTLE ROCK	K, AR 7220	1	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	ip) Table	I - Non-De	erivative S	ecurit	ies Acqu	ired, Disposed of	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d 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)
Common Class A	04/01/2011		A	7,986	A	\$ 39.94	780,947	D	
Common Class A - Retirement Plan							96,277	D	
Class A							41,496 <u>(1)</u>	D	

 $3,985,776 \stackrel{(2)}{=} D$ 

#### Edgar Filing: DILLARDS INC - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

	<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
		Derivative				Securities	1		(Instr.	3 and 4)		(
		Security				Acquired						]
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
						Date	Expiration		Number			
							Exercisable	sable Date	11110	of		
					Code V	(A) (D)				Shares		
					Code v	(A) $(D)$				Shares		

## **Reporting Owners**

Reporting Owner Name / Address			Relationships	
	D' (	100/ 0	O.C.	

Director 10% Owner Officer Other

Deletionships

DILLARD WILLIAM T II 1600 CANTRELL ROAD LITTLE ROCK, AR 72201

X CEO, Chairman of Board

### **Signatures**

/s/ William

Dillard II 04/04/2011

\*\*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) 41,496 Shares By W.D. Company. Reporting person owns 27.4%. This is W.D. Co.'s entire interest.
- (2) 3,985,776 Class B Shares By W.D. Company. Reporting person owns 27.4%. This is W.D. Co.'s entire interest.

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.

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