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

DILLARDS IN Form 4	٩C										
October 15, 20	Л							OMB AF	PROVAL		
	<b>4</b> UNITED ST	FATES SECU Wa	RITIES AN Ashington, I			GE CO	MMISSION	OMB Number:	3235-0287		
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruct 1(b).	<b>STATEME</b> Filed pursu ie. Section 17(a)	ENT OF CHA nant to Section of the Public U 30(h) of the I	NGES IN B SECURI 16(a) of the Jtility Holdi	ENEFI TIES Securition	C <b>IAI</b> es Ex pany	change A Act of 19	Act of 1934,	Expires: Estimated a burden hour response			
(Print or Type Res	sponses)										
	ATHENY DRUE Symbol							. Relationship of Reporting Person(s) to ssuer			
(Last) 1600 CANTR		(Month/	3. Date of Earliest Transaction     (Check       (Month/Day/Year)    X_ Director       10/14/2014    X_ Officer (give below)				k all applicable) title 10% Owner title Other (specify below) ve Vice President				
Filed(Month/Day/Year) Applicable Lin _X_ Form filed				K_ Form filed by Or _ Form filed by Mo	ne Reporting Per	son					
(City)	(State) (Z	<sup>ip)</sup> Tal	ole I - Non-De	rivative S	ecurit	ies Acquir	ed, Disposed of,	or Beneficiall	y Owned		
	2. Transaction Date (Month/Day/Year)		f Transaction Code	tor Dispos (Instr. 3, 4	ed 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	10/14/2014		S	10,000	D	\$ 103.45	430,684	D			
Common Class A - Retirement Plan							39,030	D			
Common Class A							7,300 <u>(1)</u>	Ι	See Footnote (1)		
Common Class A							150 <u>(2)</u>	Ι	See Footnote		

Reminder: Report o	n a separate line for ea	ch class of securities	beneficially owned	directly or indirectly.
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#### 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.

# 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)	4. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting of the reader that ess	Director	10% Owner	Officer	Other		
MATHENY DRUE 1600 CANTRELL ROAD LITTLE ROCK, AR 72201	Х		Executive Vice President			

## Signatures

/s/ Drue	10/15/2014		
Matheny	10/13/2014		
<u>**</u> 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) Trustee of GST Trust
- (2) Owned by spouse

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.