DILLARDS INC Form 4 April 18, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DILLARD WILLIAM T II

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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(Last)

(First)

DILLARDS INC [DDS]

(Check all applicable)

1600 CANTRELL ROAD

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

02/01/1993

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

CEO, Chairman of Board

(Street)

(Middle)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LITTLE ROCK, AR 72201

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecuri	ties Acqui	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. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D) 5)	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	02/01/1993		P P	Amount 200	(D)	Price \$ 48.63	200	I	By Spouse
Common Class A	03/03/1993		P	500	A	\$ 42.5	700	I	By Spouse
Common Class A	03/01/2010		S	700	D	\$ 20	0	I	By Spouse
Common Class A							780,947	D	
Common Class A - Retirement							96,277	D	

Plan

Common Class A	41,496 (1)	I	See footnote (1)
Common Class B	3,985,776 <u>(1)</u>	I	See footnote (1)

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

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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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transa Code (Instr.		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)
			Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address			Relationships	
reporting o when I wante / I was ess	Director	10% Owner	Officer	Other
DILLARD WILLIAM T II				
1600 CANTRELL ROAD	X		CEO, Chairman of Board	
LITTLE ROCK, AR 72201				

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Signatures

/s/ William	
Dillard II	04/18/201
**Signature of Reporting Person	Date

Reporting Owners 2

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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) These shares are held by W.D. Company. The reporting person owns 27.4% of W.D. Company and is one of its directors and officers.

Remarks:

Remarks: The reporting person disclaims beneficial ownership of the shares reported herein except to the extent of his pecuni 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

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