DILLARDS INC Form 4

June 29, 2010

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 obligations

may continue. See Instruction 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(b).

(Last)

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

(First)

(Middle)

1600 CANTRELL ROAD

(Street)

LITTLE ROCK, AR 72201

2. Issuer Name and Ticker or Trading

Symbol

DILLARDS INC [DDS] 3. Date of Earliest Transaction

(Month/Day/Year) 06/28/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X Director 10% Owner X_ Officer (give title Other (specify

CEO, Chairman of Board

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

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

Person

below)

(City)	(State) (Z	Zip) Table	I - Non	ı-De	erivative Se	ecuriti	es Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.	8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	l 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	06/09/2010		Code	V V	Amount 10,000	(D)	Price \$ 25.44	777,021	D	
Common Class A	06/28/2010		A		350	A	\$ 23.33	777,371	D	
Common Class A - Retirement Plan								94,145	D	
Common Class A								41,496 (1)	D	

Common Class B

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)

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	.	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address			Keiationsinps	
	Director	10% Owner	Officer	Other
DILLARD WILLIAM T II				
1600 CANTRELL ROAD	X		CEO, Chairman of Board	
LITTLE ROCK, AR 72201				

Signatures

/s/ William
Dillard II 06/28/2010

**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.

Reporting Owners 2

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