

DILLARDS INC
Form 5/A
April 05, 2013

FORM 5

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
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

OMB APPROVAL

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

(Last) (First) (Middle)

1600 CANTRELL ROAD

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
02/02/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/06/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CEO, Chairman of Board

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 | 04/30/2012 | Â | G | 5,200 | D | \$ 0 | 932,776 | D | Â |
| Common Class A - Retirement Plan | Â | Â | Â | Â | Â | Â | 104,075 ⁽³⁾ | D | Â |
| Common Class A | Â | Â | Â | Â | Â | Â | 41,496 ⁽¹⁾ | D | Â |
| | Â | Â | Â | Â | Â | Â | | D | Â |

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Common 3,985,776
Class B (2)

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

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SEC 2270
(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. 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 S B O E I F (I |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title or Number of Shares | |

Reporting Owners

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

Signatures

William Dillard
II 04/05/2013

**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).

- 41,496 Shares by W.D. Company. Reporting person owns 27.4%. This is W.D. Co.'s entire interest.
- 3,985,776 Class B Shares by W.D. Company. Reporting person owns 27.4%. This is W.D. Co.'s entire interest.
- Between January 29, 2012 and February 2, 2013, the reporting person acquired 6,802 shares of Dillard Common Class A stock under the Dillard's 401(k) plan. This acquisition is exempt under Rule 16b-3(c).

Â

Remarks:

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Co-beneficiary in WTD Exemption Trust - 4,719 shares Class AA Common

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