DILLARDS INC Form 4 October 29, 2013

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

January 31,

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * SANDERFORD ROBIN | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|-----------|----------|--|--|--|--|--|
| | | | DILLARDS INC [DDS] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| 1600 CANTR | RELL ROAI |) | (Month/Day/Year) 10/28/2013 | Director 10% OwnerX Officer (give title Other (specification) below) VP, President Tampa Div | | | |
| (Street) LITTLE ROCK, AR 72201 | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | | | | | |

| (City) | (State) (Z | Table | I - Non-De | rivative S | ecurit | ies Acqu | ired, Disposed of | , or Beneficiall | y Owned |
|------------|---------------------|--------------------|-----------------------------------|------------|--------|------------|-------------------|------------------|--------------|
| 1.Title of | 2. Transaction Date | | 3. | 4. Securi | | • | 5. Amount of | 6. | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transaction(A) or Disposed of (D) | | | Securities | Ownership | Indirect | |
| (Instr. 3) | | any | Code | (Instr. 3, | 4 and | 5) | Beneficially | Form: Direct | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | (D) or | Ownership |
| | | | | | | | Following | Indirect (I) | (Instr. 4) |
| | | | | | (A) | | Reported | (Instr. 4) | |
| | | | | | or | | Transaction(s) | | |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| Common | 10/20/2012 | | A | 5 0 | ٨ | \$ | 27.652 | D | |
| Class A | 10/28/2013 | | A | 58 | A | 83.58 | 27,653 | D | |
| ~ | | | | | | | | | |
| Common | | | | | | | | | |
| Class A - | | | | | | | 307 | D | |
| Retirement | | | | | | | 307 | D | |
| Plan | | | | | | | | | |

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

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SEC 1474

(9-02)

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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. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | ite Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|--|---|---------------------|--------------------|---|--|---|---|
| | | | Code V | 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SANDERFORD ROBIN 1600 CANTRELL ROAD LITTLE ROCK, AR 72201

VP, President Tampa Div

Signatures

/s/ Robin

Sanderford 10/29/2013

**Signature of 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).

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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