

SQUIRES BURT
Form 4
January 19, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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. Name and Address of Reporting Person *
SQUIRES BURT

(Last) (First) (Middle)

1600 CANTRELL ROAD

(Street)

LITTLE ROCK, AR 72201

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/18/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President - Stores

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Class A	01/18/2005		M		5,000	A	\$ 24.01
Common Class A	01/18/2005		F		4,607	D	\$ 27.21
Common Class A	01/18/2005		M		11,282	A	\$ 23.25
Common Class A	01/18/2005		F		10,276	D	\$ 27.21
Common Class A	01/18/2005		M		7,845	A	\$ 23.25

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Common Class A	01/18/2005	F	7,155	D	\$ 27.21	27,106	D
Common Class A	12/10/2004	G	1,025	D	\$ 27.31	26,081	D
Common Class A						14,443	D

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

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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)	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 Security (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Employee Stock Option	\$ 24.01	01/18/2005		M		5,000	05/14/2004	05/14/2009	Common Class A	5,000
Employee Stock Option	\$ 27.21	01/18/2005		F		4,607	01/18/2005	05/14/2009	Common Class A	4,607
Employee Stock Option	\$ 23.25	01/18/2005		M		11,282	03/08/2002	12/15/2007	Common Class A	11,282
Employee Stock Option	\$ 27.21	01/18/2005		F		10,276	01/18/2005	12/15/2007	Common Class A	10,276
Employee Stock Option	\$ 23.25	01/18/2005		M		7,845	03/09/2002	12/10/2006	Common Class A	7,845
Employee Stock Option	\$ 27.21	01/18/2005		F		7,155	01/18/2005	12/10/2006	Common Class A	7,155

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SQUIRES BURT 1600 CANTRELL ROAD LITTLE ROCK, AR 72201			Vice President - Stores	

Signatures

/s/ Burt Squires 01/19/2005

__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).

Remarks:

Total includes 638 shares of Class A Common acquired under 401(k) Plan Exempt Under Rule 16b-3 (c).

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.