

DILLARDS INC
Form 5
March 11, 2015

FORM 5

**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).
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

1. Name and Address of Reporting Person *
Dillard William T. III

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

1600 CANTRELL ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/31/2015

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

LITTLE ROCK, AR 72201

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

6. Individual or Joint/Group Reporting

(check applicable line)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Class A | 11/14/2014 | ^ | G | 90 | D | \$ 0 | 25,684 | D | ^ |
| Common Stock - Retirement Plan | ^ | ^ | ^ | ^ | ^ | ^ | 11,729 (3) | D | ^ |
| Common Class A | ^ | ^ | ^ | ^ | ^ | ^ | 108,020 (1) | I | See footnote (1) |

| | | | | | | | | | |
|----------------|---|---|---|---|---|---|-----------------------|---|------------------|
| Common Class A | ^ | ^ | ^ | ^ | ^ | ^ | 19,480 ⁽²⁾ | I | See footnote (2) |
|----------------|---|---|---|---|---|---|-----------------------|---|------------------|

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D S B O E I F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------------|

| | | | | | | | | | |
|--|--|--|--|--|--|--------------------------|-----------------|-------|----------------------------|
| | | | | | | Date Exercisable (A) (D) | Expiration Date | Title | Amount or Number of Shares |
|--|--|--|--|--|--|--------------------------|-----------------|-------|----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| Dillard William T. III 1600 CANTRELL ROAD LITTLE ROCK, AR 72201 | ^ | ^ | ^ | Vice President ^ |

Signatures

/s/ William T. Dillard III 03/04/2015

**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) Trustee on children's trust account.
- (2) Owned by spouse
- (3) Between February 2, 2014 and January 31, 2015, the reporting person acquired 292 shares of Dillard's Common Class A stock under the Dillard's 401(k) plan. This acquisition is exempt under Rule 16b-3(c).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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