

DILLARDS INC
Form 4
January 13, 2005

FORM 4

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

OMB APPROVAL

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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 *
DILLARD WILLIAM T II

(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)
01/12/2005

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)
CEO, Chairman of Board

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Class A | 01/13/2005 | | A | | 1,065 | A | \$ 26.38 533,377 D |
| Common Class A | 01/12/2005 | | M | | 160,000 | A | \$ 10.4575 693,377 D |
| Common Class A | 01/12/2005 | | F | | 101,858 | D | \$ 26.23 591,519 D |
| Common Class A | 01/12/2005 | | M | | 165,000 | A | \$ 15.74 756,519 D |
| Common Class A | 01/12/2005 | | F | | 127,683 | D | \$ 26.23 628,836 D |

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|---|------------|---|---------|---|-----------|-----------|---|
| Common Class A | 01/12/2005 | M | 200,000 | A | \$ 18.125 | 828,836 | D |
| Common Class A | 01/12/2005 | F | 165,051 | D | \$ 26.23 | 663,785 | D |
| Dillard's Capital Trust 1 7.5% Capital Securities | | | | | | 64,250 | D |
| Common Class A | | | | | | 78,207 | D |
| Common Class A | | | | | | 41,496 | D |
| Common Class A | | | | | | 3,985,776 | D |

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.

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Stock Option | \$ 18.125 | 01/12/2005 | | M | 200,000 | 12/10/1999 12/10/2006 | Common Class a |
| Employee Stock Option | \$ 26.23 | 01/12/2005 | | A | 165,051 | 01/12/2005 12/10/2006 | Common Class A |
| Employee Stock Option | \$ 10.4375 | 01/12/2005 | | M | 160,000 | 12/15/2000 12/15/2007 | Common Class A |
| Employee Stock Option | \$ 26.23 | 01/12/2005 | | A | 101,858 | 01/12/2005 12/15/2007 | Common Class A |

