

DILLARD MIKE
Form 5
February 28, 2012

FORM 5

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

OMB APPROVAL

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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 MIKE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

1600 CANTRELL ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/28/2012

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

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	Â	Â	Â	Â	Â	Â	484,840	D	Â
Common Class A - Retirement Plan	Â	Â	Â	Â	Â	Â	33,087 ⁽⁵⁾	D	Â
Common Class A	Â	Â	Â	Â	Â	Â	295,014 ⁽³⁾	D	Â
	Â	Â	Â	Â	Â	Â	41,496 ⁽⁴⁾	D	Â

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- (3) Co-Trustee in WTD Exemption Trust.
- (4) 41,496 Class A Shares by W.D. Company. Reporting person owns 26.27%. This is W.D. Co.'s entire interest.
- (5) Between January 30, 2011 and January 28, 2012, the reporting person acquired 642 shares of Dillard's Common Class A stock under the Dillard's 401(k) plan. This acquisition is exempt under Rule 16b-3(c).

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Remarks:

Co-TrusteeÂ andÂ Co-beneficiaryÂ ofÂ WTDÂ ExemptionÂ Trust

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