

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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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 MIKE

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

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)  
Executive Vice President

6. Individual or Joint/Group Reporting

(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) | (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 <sup>(5)</sup>  | D  | Â   |
| Common Class A                   | Â                                    | Â  | Â                              | Â   | Â          | Â     | 295,014 <sup>(3)</sup>   | D  | Â   |
|                                  | Â                                    | Â  | Â                              | Â   | Â          | Â     | 41,496 <sup>(4)</sup>  | D  | Â   |

Common  
Class A

Common Class A     ^                     ^                     ^                     ^                     ^                     ^                     26,215 <sup>(2)</sup>     D                     ^

Common Class B     ^                     ^                     ^                     ^                     ^                     ^                     3,985,776 <sup>(1)</sup>     D                     ^

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

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(9-02)

**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 Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

  

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

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| DILLARD MIKE<br>1600 CANTRELL ROAD<br>LITTLE ROCK, AR 72201 | ^ X           | ^         | ^ Executive Vice President | ^     |

## Signatures

Mike Dillard                     02/27/2012

\*\*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) 3,985,776 Class B Shares by W.D. Company. Reporting person owns 26.27%. This is W.D. Co.'s entire interest.

(2) Co-Trustee and Co-Beneficiary of WTD Exemption Trust.

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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).

Â

**Remarks:**

Co-TrusteeÂ andÂ Co-beneficiaryÂ ofÂ WTDÂ ExemptionÂ Trust

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.