

DILLARDS INC  
Form 4  
July 14, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
NELSON STEVEN K

(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)  
02/28/2008

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

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	02/28/2008		A <sup>(1)</sup>		751 A \$ 15.32	39,695	D
Common Class A	08/22/2008		A <sup>(1)</sup>		44 A \$ 11.3	40,529	D
Common Class A	08/29/2008		A <sup>(1)</sup>		62 A \$ 12.34	40,591	D
Common Class A	09/04/2008		A <sup>(1)</sup>		58 A \$ 13.21	40,649	D
Common Class A	09/12/2008		A <sup>(1)</sup>		60 A \$ 12.65	40,709	D

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Common Class A	09/19/2008	<u>A<sup>(1)</sup></u>	56	A	\$ 13.47	40,765	D
Common Class A	09/26/2008	<u>A<sup>(1)</sup></u>	60	A	\$ 12.6	40,825	D
Common Class A	10/03/2008	<u>A<sup>(1)</sup></u>	67	A	\$ 11.29	40,892	D
Common Class A	10/10/2008	<u>A<sup>(1)</sup></u>	98	A	\$ 7.75	40,990	D
Common Class A	10/17/2008	<u>A<sup>(1)</sup></u>	115	A	\$ 6.65	41,105	D
Common Class A	10/27/2008	<u>A<sup>(1)</sup></u>	177	A	\$ 4.31	41,282	D
Common Class A	10/31/2008	<u>A<sup>(1)</sup></u>	145	A	\$ 5.26	41,427	D
Common Class A	11/07/2008	<u>A<sup>(1)</sup></u>	156	A	\$ 4.87	41,583	D
Common Class A	11/14/2008	<u>A<sup>(1)</sup></u>	207	A	\$ 3.68	41,790	D
Common Class A	11/21/2008	<u>A<sup>(1)</sup></u>	262	A	\$ 2.91	42,052	D
Common Class A	11/28/2008	<u>A<sup>(1)</sup></u>	216	A	\$ 3.53	42,268	D
Common Class A	12/05/2008	<u>A<sup>(1)</sup></u>	204	A	\$ 3.74	42,472	D
Common Class A	12/12/2008	<u>A<sup>(1)</sup></u>	198	A	\$ 3.84	42,670	D
Common Class A	12/19/2008	<u>A<sup>(1)</sup></u>	187	A	\$ 4.06	42,857	D
Common Class A	12/26/2008	<u>A<sup>(1)</sup></u>	227	A	\$ 3.36	43,084	D
Common Class A - Retirement Plan						8,752	D

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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Table with 9 columns: 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. Number of Derivative Securities Owned (Instr. 5). (Note: Column 9 is partially cut off in the image)

Table with 4 columns: Date Exercisable, Expiration Date, Title, Amount or Number of Shares

Code V (A) (D)

## Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Relationships sub-columns: Director, 10% Owner, Officer, Other. Entry: NELSON STEVEN K, 1600 CANTRELL ROAD, LITTLE ROCK, AR 72201, Vice President

## Signatures

/s/ Steven K. Nelson      07/13/2009  
\*\*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).  
Represents an aquisition of Class A Common Stock from contributions to the Dillard's, Inc "Stock Purchase Plan". Effective January 1, 2008, the Issuer's qualified defined contribution retirement plan was amended and, accordingly, subsequent to that date the Stock Purchase Plan no longer meets all of the requirements for an "Excess Benefit Plan" under which transactions are generally exempt from reporting pursuant to Rules 16b-3(c) and 16a-3(f)(1)(i)(B) under the Securities Exchange Act of 1934 ( the "Act"). Such aquisitions, however, continue to be exempt from potential liability under Section 16(b) of the Act pursuant to Rule 16b-3(d) under the Act.  
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.