DILLARD MIKE
Form 4
July 14, 2009

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**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

OMB APPROVAL

| | |
|---|---|
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(Print or Type Responses)

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. Date of Earliest Transaction (Month/Day/Year)
02/05/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | (A) or (D) | Price | | | |
| Common Class A | 02/05/2008 | | A(5) | | 170 | A | $ 19.1 | 428,325 | D | |
| Commom Class A | 02/28/2008 | | A(5) | | 589 | A | $ 15.32 | 428,914 | D | |
| Common Class A | 05/02/2008 | | A(5) | | 160 | A | $ 21.04 | 432,829 | D | |
| Common Class A | 08/05/2008 | | A(5) | | 309 | A | $ 10.87 | 433,138 | D | |
| Common Class A | 11/04/2008 | | A(5) | | 608 | A | $ 5.55 | 433,746 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Class A | 12/26/2008 | | A [5] | 15,532 | A | $ 3.36 | 449,278 | D |
| Common Class A - Retirement Plan | | | | | | | 27,868 | D |
| Common Class A | | | | | | | 41,496 [4] | D |
| Common Class A | | | | | | | 295,014 [3] | D |
| Common Class B | | | | | | | 3,985,776 [1] | D |
| Common Class A | | | | | | | 26,215 [2] | 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 Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (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 | X | Executive Vice President | |

# Signatures

| | |
|---|---|
| Mike Dillard | 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). |
| **(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. |
| **(3)** | Co-Trustee of WTD Exemption Trust. |
| **(4)** | Common Class A 41,496 Shares By W.D Company Owns 26.27% interest in W.D. Co. This is W.D. Co.'s entire interest. |
| **(5)** | 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 Rules16b-3(c) and 16a-3(f)(1)(i)(B) under the Securities Exchange Act of 1934 ( the "Act"). Such aquisistions, 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.
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