

DILLARDS INC
Form 4/A
March 13, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DILLARD ALEX

(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)

01/13/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/18/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

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 (A) or (D)	Price	
Dillard's Capital Trust I 7.5% Capital Securities DDT						20,000	D
Common Class A - Retirement Plan						59,188	D
						41,496 ⁽¹⁾	D

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Common Class A									
Common Class B						3,985,776 (2)	D		
Common Class A						26,215 (3)	D		
Common Class A						36,000 (4)	I		Owned by Spouse
Common Class A	12/13/2005		G	2,700	D	\$ 24.26	528,120	D	
Common Class A	01/13/2006		M	300,000	A	\$ 24.01	828,120	D	
Common Class A	01/13/2006		A	283,510	D	\$ 26.195	544,610	D	
Common Class A	01/13/2006		A	150,000	A	\$ 25.125	694,610	D	
Common Class A	01/13/2006		F	145,921	D	\$ 26.195	548,689	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option	\$ 24.01	01/13/2006		M	300,000	05/14/2002 05/14/2009	Common Class A
Employee Stock Option	\$ 26.195	01/13/2006		F	283,510	01/13/2006 05/14/2009	Common Class A
Employee Stock	\$ 25.125	01/13/2006		M	150,000	02/05/1999 02/05/2006	Common Class A

Option

Employee

Stock	\$ 26.195	01/13/2006	F	26.195	01/13/2006	02/05/2006	Common Class A
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Option

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DILLARD ALEX 1600 CANTRELL ROAD LITTLE ROCK, AR 72201	X		President	

Signatures

Alex Dillard	03/09/2006
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__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) 41,496 Shares By W.D. Company. Reporting person owns 27.93%. This is W.D. Co.'s entire interest.
- (2) 3,985,776 Class B Shares By W.D. Company. Reporting person owns 27.93%. This is W.D. Co.'s entire interest.
- (3) Co-Trustee and co-beneficiary of WTD Exemption Trust.
- (4) Owned by Spouse

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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