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DILLARDS IN Form 4 March 01, 201												
FORM	Л									OMB AF	PPROVAL	
	• UNITED S	TATES						GE C	OMMISSION	OMB Number:	3235-0287	
Check this if no longer subject to Section 16. Form 4 or Form 5	F CHANG	Washington, D.C. 20549 CHANGES IN BENEFICIAL OWN SECURITIES ection 16(a) of the Securities Exchange						Expires: Estimated a burden hou response				
obligations may contin <i>See</i> Instruct 1(b). (Print or Type Re	ue. Section 17(a)	of the		ity Ho	oldir	ng Comp	any 4	Act of	1935 or Section	1		
		*							5 D I I			
1. Name and Address of Reporting Person <u>*</u> DILLARD WILLIAM T II		erson _	2. Issuer Name and Ticker or Trading Symbol DILLARDS INC [DDS]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Mi	ddle)	3. Date of E		-	-			(Check	c all applicable		
1600 CANTR	ELL ROAD		(Month/Day 02/28/201						X Director X Officer (give below) CEO, C		Owner er (specify ard	
LITTLE ROC	(Street)		4. If Amend Filed(Month			Original			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	one Reporting Pe	rson	
(City)		Zip)							Person	_		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. De Execut any		3. Transa Code	actio	4. Securi nAcquirec Disposec	ties l (A) c l of (D	or))	uired, Disposed of 5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial	
				Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Class A	02/28/2012			G	V	500	D	\$0	820,464	D		
Common Class A - Retirement Plan									97,273	D		
Common Class A									41,496 <u>(1)</u>	I	See footnote (1)	
Common Class B									3,985,776 <u>(1)</u>	Ι	See footnote	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Excicisable	Duit		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address			Relationships			
1 8	Director	10% Owner	Officer	Other		
DILLARD WILLIAM T II 1600 CANTRELL ROAD LITTLE ROCK, AR 72201	Х		CEO, Chairman of Board			

Signatures

/s/ William	
Dillard II	03/01/2012
<u>**</u> 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) These shares are held by W.D. Company. The reporting person owns 27.4% of W.D. Company and is one of its directors and officers.

Remarks:

Remarks: The reporting person disclaims beneficial ownership of the shares reported herein except to the extent of his pecuni Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

(1)

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