

DILLARDS INC  
Form 4  
July 27, 2016

**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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MATHENY DRUE**

(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)  
**07/25/2016**

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 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 |                                                                                               |                                                          |                                                       |
| Common Class A                   | 07/25/2016                           |                                                    | A                              |                                                                   | 86     | A \$ 65.95       | 435,469                                                                                       | D                                                        |                                                       |
| Common Class A - Retirement Plan |                                      |                                                    |                                |                                                                   |        |                  | 39,843                                                                                        | D                                                        |                                                       |
| Common Class A                   |                                      |                                                    |                                |                                                                   |        |                  | 7,300 <sup>(1)</sup>                                                                          | I                                                        | See Footnote (1)                                      |
| Common Class A                   |                                      |                                                    |                                |                                                                   |        |                  | 150 <sup>(2)</sup>                                                                            | I                                                        | See Footnote                                          |

**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.**

SEC 1474  
(9-02)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code V (A) (D)                          |                                                                                                                       | Date<br>Exercisable      Expiration<br>Date                    | Title<br><br>Amount<br>or<br>Number<br>of<br>Shares                       |                                                     |                                                                                                                         |

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

/s/ Drue Matheny

07/27/2016

\*\*Signature of  
Reporting Person

Date

\* 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) Trustee of GST Trust

(2) Owned by spouse

## Reporting Owners