

DILLARDS INC
Form 4/A
March 13, 2006

FORM 4

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

OMB APPROVAL

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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 *
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)
				(A) or (D)			
			Code	V	Amount	(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 <u>(2)</u>		D	
Common Class A						26,215 <u>(3)</u>		D	
Common Class A						36,000 <u>(4)</u>		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)	
						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
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

 **Signature of Date
Reporting Person

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. 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.