DILLARDS INC Form 4 May 08, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * McNiff Michael S. | | | 2. Issuer Name and Ticker or Trading Symbol DILLARDS INC [DDS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|---------|----------|--|---|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 1600 CANTRELL ROAD | |) | (Month/Day/Year) 05/06/2014 | Director 10% Owner X Officer (give title Other (specifically) below) Vice President | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| LITTLE ROCK, AR 72201 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| LITTLE ROCK, AR 72201 | | | | Person | | | |

| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficia | lly Owned |
|--|-----------|
|--|-----------|

| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | Execution Date, if | 3. Transaction | 4. Securities Acquired on(A) or Disposed of | | | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct | 7. Nature of Indirect Beneficial | |
|---|--------------------------------------|-------------------------|-------------------|---|-----------|------------|--|--------------------------------------|----------------------------------|--|
| (Instr. 3) | | any (Month/Day/Year) | (Instr. 8) | (D) (Instr. 3, | (A) or | 5) Price | Owned Following Reported Transaction(s) (Instr. 3 and 4) | (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) | |
| Common Class A | 05/06/2014 | | A | 2 | A | \$ 96.6 | 25,105 | D | | |
| Common Class A - Retirement Plan | | | | | | | 619 | D | | |
| Common Class A | | | | | | | 66 | I | Owned by Spouse | |

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)

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------------|------------|-----------------|-------------|---------|--|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration Date | | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (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) | | | | | | |
| | | | | | | | | | Amaunt | | |
| | | | | | | | | | | | |
| | | | | | | Date | Expiration | | | | |
| | | | | | | Exercisable | Date | | | | |
| | | | | Code V | (A) (D) | | | | | | |
| | | | | Code V | 4, and 5) | | • | Title | Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McNiff Michael S.

1600 CANTRELL ROAD Vice President

LITTLE ROCK, AR 72201

Signatures

/s/ Michael S.

McNiff 05/07/2014

**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).

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.

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