

DILLARD ALEX
Form 4
September 27, 2017

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

2. Issuer Name and Ticker or Trading Symbol
DILLARD'S, INC. [DDS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1600 CANTRELL ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/25/2017

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

LITTLE ROCK, AR 72201

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (D) | Price |
| Common Class A | 09/25/2017 | | A | | 169 | A | \$ 56.96 |
| Common Class A - Retirement Plan | | | | | 616 | | |
| Common Class A | | | | | 41,496 ⁽¹⁾ | I | See Footnote ⁽¹⁾ |
| Common Class A | | | | | 7,300 ⁽²⁾ | I | See Footnote |

| | | | | |
|----------------|--|-----------------------|---|-------------------------|
| Common Class A | | 36,000 ⁽³⁾ | I | (2) See Footnote (3) |
|----------------|--|-----------------------|---|-------------------------|

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

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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 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------|-------|-------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Class B | ⁽⁴⁾ | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Common Class A | 3,985,776 | | ⁽¹⁾ ⁽⁵⁾ |

Reporting Owners

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

Signatures

/s/ Alex Dillard 09/27/2017
 **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)

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These shares are held by W.D. Company, Inc. The reporting person owns 27.9% of W.D. Company, Inc. and is one of its directors and officers.

- (2) Trustee of GST Trust
- (3) Owned by Spouse
- (4) Shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis. Class B Common Stock has no expiration date.
- (5) These shares of Class B Common Stock were previously reported in Table I and will now be reported in Table II, as a derivative security.

Remarks:

Remarks: The reporting person disclaims beneficial ownership of the shares reported herein as indirectly beneficially owned,

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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