DILLARD WILLIAM T II

Form 5

Common

Class A

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March 20, 2018

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer DILLARD WILLIAM T II Symbol DILLARD'S, INC. [DDS] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) _X_ Director 10% Owner _X__ Officer (give title Other (specify 02/03/2018 below) below) 1600 CANTRELL ROAD CEO, Chairman of Board (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) LITTLE ROCK, Â ARÂ 72201 _X_ 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 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Ownership Indirect (Instr. 3) Beneficially Form: Direct Beneficial Code Disposed of (D) (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 8) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) Amount (D) Price Common 1,089,567 Â Â Â Â Â Â D (4) Class A Common Class A -Â Â Â Â Â Â 182 (3) D Retirement Plan

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41,496 (1)

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See

(1)

footnote

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See Common Â Â ÂÂ 7,300 (2) I footnote Class A (2) Reminder: Report on a separate line for each class of Persons who respond to the collection of information SEC 2270 securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)

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

the form displays a currently valid OMB control number.

9. of D

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DILLARD WILLIAM T II

1600 CANTRELL ROAD Â X Â Â CEO, Chairman of Board Â

LITTLE ROCK, ARÂ 72201

Signatures

William Dillard

II

**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).
- These shares are held by W.D. Company, Inc. The reporting person owns 27.4% of W.D. Company, Inc. and is one of its directors and officers. W. D. Company, Inc. also holds 3,985,776 shares of Class B Common Stock, which are convertible into shares of Class A Common Stock on a one-for-one basis.
- (2) Trustee of GST Trust
- (3) Between January 29, 2017 and February 3, 2018, the reporting person acquired 635 shares of Dillard's Class A Common Stock under the Dillard's 401(k) plan. This acquistion is exempt under Rule 16b-3(c). Shares totaling 1,069 were distributed from the plan during the

Reporting Owners 2

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period.

(4) This amount has been adjusted to account for a record discrepancy resulting from the rounding of fractional shares.

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Remarks:

Remarks: The reporting person disclaims beneficial ownership of the shares reported herein as indirection Note: File three copies of this Form, one of which must be manually signed. If space provided 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.