

DILLARD'S, INC.
Form 5
March 14, 2017

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
DILLARD MIKE

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

1600 CANTRELL ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/28/2017

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

6. Individual or Joint/Group Reporting (check applicable line)

LITTLE ROCK, AR 72201

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Class A	Â	Â	Â	Â	Â	Â	575,217	D	Â
Common Class A - Retirement Plan	Â	Â	Â	Â	Â	Â	37,133 (3)	D	Â
Common Class A	Â	Â	Â	Â	Â	Â	41,496 (1)	I	See footnote (1)

Common Class A	^	^	^	^	^	^	7,300 ⁽²⁾	I	See footnote (2)
Common Class B	^	^	^	^	^	^	3,985,776 ⁽¹⁾	I	See footnote (1)

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 Derivative Security (Instr. 5)	9. of D Se O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DILLARD MIKE 1600 CANTRELL ROAD LITTLE ROCK, AR 72201	^ X	^	^	Executive Vice President ^

Signatures

Mike Dillard 03/14/2017
 **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).
- (1) These shares are held by W.D. Company. The reporting person owns 26.3% of W.D. Company and is one of its directors and officers.
- (2) Trustee on GST Trust
- (3)

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Between January 31, 2016 and January 28, 2017, the reporting person acquired 499 shares of Dillard's Common Class A stock under the Dillard's 401(k) plan. This acquisition is exempt under Rule 16b-3(c).

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Remarks:

The reporting person disclaims beneficial ownership of the shares reported herein except to the extent

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.