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SCHROEDE	R PAUL J JR	ł											
January 14, 2	011												
FORM	4			CECUD			D DVG				OMB AF	PROVAL	
	UNIII	ED S'.	TATES				ND EXC. D.C. 2054		GE CO	OMMISSION	OMB Number:	3235-0287	
Check this box if no longer								~~		Expires:	January 31, 2005		
subject to Section 16 Form 4 or		GES I SECU			ERSHIP OF	Estimated a burden hou response	iverage						
Form 5 obligation may contin <i>See</i> Instruct 1(b).	^s nue. Section	^	of the		lity H	oldi	ng Comp	pany .	Act of 1	Act of 1934, 1935 or Section	l		
(Print or Type R	esponses)												
1. Name and Ac SCHROEDE	-	-	erson <u>*</u>	2. Issuer 2 Symbol DILLAR			Ficker or T	rading		5. Relationship of l Issuer	Reporting Pers	son(s) to	
(Last)	(First)					rliest Transaction				(Check all applicable)			
1600 CANTRELL ROAD			(Month/Day/Year) 01/12/2011					Director 10% Owner X Officer (give title Other (specify below) below) VP, General Counsel					
	(Street)			4. If Amen Filed(Mont			e Original		1	5. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo	ne Reporting Pe	rson	
LITTLE RO	CK, AR 7220)1							- I	Person	ore than one Ke	porting	
(City)	(State)	(Z	ip)	Table	I - Noi	n-De	rivative So	ecuriti	ies Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed Ionth/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
~					Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Class A - Retirement Plan	01/12/2011				S		14,137	D	\$ 39.36	0 (1)	D		
Common Class A	01/12/2011				D		68,013	D	\$ 39.59	1,517	D		
Common Class A	01/12/2011				М		16,732	А	\$ 25.74	18,249	D		
Common Class A	01/12/2011				S		16,732	D	\$ 39.55	1,517	D		
	01/13/2010				Μ		33,268	А		34,785	D		

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Common Class A					\$ 25.74	
Common Class A	01/13/2010	S	33,268	D	\$ 39.52 1,517	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	ransactiorDerivative ode Securities		TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed ((D) (Instr. 3, 4,		6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$ 25.74	01/12/2011		М		16,732	01/24/2006	01/24/2016	Common Class A	16,732				
Employee Stock Option	\$ 25.74	01/13/2011		М		33,268	01/24/2006	01/24/2016	Common Class A	33,268				

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SCHROEDER PAUL J JR 1600 CANTRELL ROAD LITTLE ROCK, AR 72201			VP, General Counsel					
Signatures								
/a/ Davil I								

/s/ Paul J.	01/14/2011			
Schroeder, Jr.	01/14/2011			
<u>**</u> Signature of Reporting	Date			

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) Includes 1,222 shares aquired under Dillard's 401K plan since the date of the reporting person's last ownership report.

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.