BURNETT G KENT Form 4 January 03, 2003

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

\_ 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

**OMB APPROVAL** 

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and Add Burnett G. Kent	2. Issuer <b>Dillard'</b>		me <b>and</b> Tic	ker or	Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) 1600 Cantrell R	of Reporting Person,					tatement for nth/Day/Year 31/02	X	Director					
								ice President. hoenix Divisio					
(Street) Little Rock, AR 72201								f Amendment, e of Original onth/Day/Year)	(C <b>X</b>	7. 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 2. Trans- 2A. Deemed Security action Execution (Instr. 3) Date Date,			3. Trans- action Code (A) or Disposed of (Instr. 8) (Instr. 3, 4 & 5)					5. Amount of Securities Beneficially		F	7. Nature of Indirect Beneficial		
	(Month/ Day/ Year)	if any (Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	Owned Following Reported Transactions(s) (Instr. 3 & 4)		or Indirect (I) (Instr. 4)			
Common Class A	12/31/02		G		1000	D	15.86		77241	D			
Common Class A									17943	I	Retirement Plan		

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

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## FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

-			,	0/1			<u> </u>					
	1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
	Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
	Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
		Price of	Date	Date,	Code	Derivati	(Meanth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Instr. 3)	Derivative Security	(Month/ Day/	`	(Instr. 8)		Secu Acq (A) Disp of (I	uire or oose			(Insti	:. 3 & 4)	Following Reported Transaction(s)	of Derivative Security: Direct (D) or	(Instr. 4)
						(Ins 3, 4 5)	&		L		T.		Indirect (I) (Instr. 4)	
				Code	V	(A)		Exer-cisable	-		Amount or Number of Shares			

Explanation of Responses:

By: /s/ G. Kent Burnett

1/2/03 Date

\*\*Signature of Reporting Person

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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<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).