#### Edgar Filing: FREEMAN JAME I - Form 4

AME I											
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue				D.C. 205 BENEFIC ITIES Securitic ing Comj	3 <b>49</b> C <b>IAI</b> es Ex pany	Change A	ERSHIP OF Act of 1934,	Number: 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5			
esponses)											
			Symbol					. Relationship of Reporting Person(s) to ssuer			
(First) (M		(C				(Check	k all applicable)				
(N			(Month/Day/Year) 01/13/2006				_X Officer (give title Other (specify				
				th/Day/Year) Ap				X_Form filed by One Reporting Person			
CK, AR 72201						P	•	ore than One Rep	porting		
(State) (	Zip)	Table	e I - Non-Do	erivative S	ecurit	ies Acquir	red, Disposed of,	or Beneficiall	y Owned		
	Executio any	on Date, if	Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of ( 4 and 5 (A) or	D) 5)	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)		
01/13/2006			М	83,482	A	\$ 25.16	260,347	D			
01/13/2006			F	81,204	D	\$ 26.195	179,143 <u>(1)</u>	D			
							22,850	D			
	006 <b>4</b> UNITED S s box er STATEM 5. SFiled purs Section 17(a (Street) CK, AR 72201 (Street) CK, AR 72201 (State) ( 2. Transaction Date (Month/Day/Year)	006 4 UNITED STATES sbox er STATEMENT OF STATEMENT OF STATEMENT OF Section 17(a) of the F 30(h) esponses) ddress of Reporting Person * JAME I (First) (Middle) RELL ROAD (Street) CK, AR 72201 (State) (Zip) 2. Transaction Date 2A. Dee (Month/Day/Year) 2A. Dee (Month/Day/Year) 2A. Dee	006       4       UNITED STATES SECUR Was         s box       STATEMENT OF CHANGES         ser       STATEMENT OF CHANGES         5.       Filed pursuant to Section 16         snue.       Section 17(a) of the Public Ution 30(h) of the Investion 30(h) of the Investication 30(h) of the Investica	006       4       UNITED STATES SECURITIES AT Washington, washington, show         er       STATEMENT OF CHANGES IN It Section 16(a) of the Section 17(a) of the Public Utility Hold 30(h) of the Investment of 30(h) of the Investment of 30(h) of the Investment of 2. Issuer Name and Symbol         esponses)       2. Issuer Name and Symbol         ddress of Reporting Person <sup>±</sup> 2. Issuer Name and Symbol         JAME I       2. Issuer Name and Symbol         Gereit       3. Date of Earliest Tra (Month/Day/Year)         RELL ROAD       01/13/2006         (Street)       4. If Amendment, Dat Filed(Month/Day/Year)         CK, AR 72201       Table I - Non-Du 2. Transaction Date 2A. Deemed 3. (Month/Day/Year)         2. Transaction Date 2A. Deemed 3. (Month/Day/Year)       3. Code V         01/13/2006       M	006       4         UNITED STATES SECURITIES AND EXCONSENT         s box         er       STATEMENT OF CHANGES IN BENEFIC         s.       SECURITIES         s box       Filed pursuant to Section 16(a) of the Securities         section 17(a) of the Public Utility Holding Commune.       Section 17(a) of the Public Utility Holding Commune.         section       Section 17(a) of the Public Utility Holding Commune.         section       Section 17(a) of the Public Utility Holding Commune.         section       Section 17(a) of the Public Utility Holding Commune.         section       Section 17(a) of the Public Utility Holding Commune.         section       Section 17(a) of the Public Utility Holding Commune.         section       Section 17(a) of the Public Utility Holding Commune.         section       Section 17(a) of the Public Utility Holding Commune.         section       Section 17(a) of the Public Utility Holding Commune.         section       Section 17(a) of the Investment Company         esponses)       State Of Earliest Transaction (Month/Day/Year)         KELL ROAD       01/13/2006         (State)       (Zip)         (State)       (Zip)         Table I - Non-Derivative S         2. Transaction Date       2A. Deemed       3.       4. Securit     <	006       4         UNITED STATES SECURITIES AND EXCHAN Washington, D.C. 20549         show       STATEMENT OF CHANGES IN BENEFICIAL SECURITIES         show       STATEMENT OF CHANGES IN BENEFICIAL SECURITIES         show       Statement of the Public Utility Holding Company Section         show       Section 17(a) of the Public Utility Holding Company and (h) of the Investment Company Act         esponses)       30(h) of the Investment Company Act         ddress of Reporting Person <sup>±</sup> 2. Issuer Name and Ticker or Trading Symbol         DILLARDS INC [DDS]       (First)         (First)       (Middle)         3. Date of Earliest Transaction (Month/Day/Year)         RELL ROAD       01/13/2006         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)         CK, AR 72201       Table I - Non-Derivative Securities Act (Month/Day/Year)         (State)       (Zip)         Table I - Non-Derivative Securities Act (Month/Day/Year)       (Instr. 3)         (Month/Day/Year)       3. A. Securities Act (Month/Day/Year)         (Instr. 8)       (A) or Code V Amount (D)         01/13/2006       M       83,482	006       4       UNITED STATES SECURITIES AND EXCHANGE CO Washington, D.C. 20549         shox       er       STATEMENT OF CHANGES IN BENEFICIAL OWNERS         show       SECURITIES         show       Filed pursuant to Section 16(a) of the Securities Exchange A         show       Section 17(a) of the Public Utility Holding Company Act of 1940         esponses)       30(h) of the Investment Company Act of 1940         esponses)       2. Issuer Name and Ticker or Trading Symbol         ddress of Reporting Person 1       2. Issuer Name and Ticker or Trading Symbol         JAME I       Symbol         Symbol       Is         DILLARDS INC [DDS]       Is         (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	006       4         UNTEED STATES SECURITIES AND EXCHANCE COMMISSION Washington, D.C. 20549         store       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES         store       Store         Symbol       Store         DILLARDS INC [DDS]       Check         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or bi Applicable Line) Code (Instr. 3. 4 and 5)         (Street)       A. Derot I- Non-Derivative Scentifies Acquired (A)       5. Amount of Month/Day/Year)         (Street)       A. Derot       Scentifies Acquired (A)       5. Amount of Month/Day/Year)         (Street)	006     OMB AF       1     NITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549     Comparison of the Securities		

Common
Class A -
Retirement
Plan

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. Transactio Code (Instr. 8)	5. Number of actiorDerivative Securities Acquired . 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Employee Stock Option	\$ 25.16	01/13/2006		М		83,482	03/19/2002	12/10/2006	Common Class A	83
Common Class A	\$ 26.195	01/13/2006		F	81,204		01/13/2006	12/10/2006	Common Class A	81

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting O when I tunie / I turi ess	Director	10% Owner	Officer	Other			
FREEMAN JAME I 1600 CANTRELL ROAD LITTLE ROCK, AR 72201	Х		Senior VP, CFO				

## Signatures

/s/ James I. Freeman <u>\*\*Signature of Reporting Person</u> 01/17/2006

## **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) Total of 179,143 includes 4,771 shares of Class A acquired under 401(k) plan Exempt Under Rule 16b-3(c).

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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.