SQUIRES BURT Form 4/A October 17, 2002

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

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

OMB APPROVAL

| 1. Name and Addre | 2. Issuer Dillard's | | ne and Ticl | ker or I | Pe | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---------------------------------|-------------------------------|--|--------------------------------|----------|---|---|----------|---|--------------|--|--|
| (Last) (| of Reporting Person, | | | | | 4. Statement for Month/Day/Year 10/11/02 | | Director % Owner Officer (give | title below) | | |
| 1600 Cantrell Roa | if an entity (voluntary) | | | | | 1/02 | | Other (specify below) | | | |
| | | | | | | | Vi | ice President | - Stores | | |
| Little Rock, AR 72 | | | | | | 5. If Amendment, Date of Original (Month/Day/Year) 10/11/02 | | 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | |
| | | | | | | | Re | Form filed by More than One Reporting Person | | | |
| (City) | (State) (Zi | p) | Ta | ble | I Non-D | erivati | ve Secui | rities Acquired, l | Dispose | d of, or Bene | T |
| 1. Title of Security (Instr. 3) | action | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Transaction Code (Instr. 8) | | 4. Securiti (A) or Dis (Instr. 3, 4 | posed o | of (D) | | | 6. Owner- ship Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership |
| | | | Code | V | Amount | (A) or (D) | | ing Reported Transactions(s) (Instr. 3 & 4) | | (I) (Instr. 4) | (Instr. 4) |
| Common Stock Class A | Pre 8/29/02 | | A | | 339 | A | (1) | | | | |
| Common Stock Class A | 10/11/02 | | A | | 252 | A | 18.129 | | 27918 | D | |
| Common Stock Class A | | | | | | | | | 12,937 | I | 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

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

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

| 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 |

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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| Security | | | Execution | | | | Date | | | | | | 1 | Beneficial |
|------------|------------|---------|-----------|---------|-------|-------|----------------|---------|--------|----------|-----|----------------|-----------|------------|
| | | | , | Code | | | (Mealonth/Day/ | | Secui | | ` / | | | Ownership |
| (Instr. 3) | Derivative | | if any | | Sec | uriti | e¥ ear) | | (Instr | : 3 & 4) | | Owned | of Deriv- | (Instr. 4) |
| | Security | (Month/ | (Month/ | (Instr. | Aco | quire | d | | | | | Following | ative | |
| | | Day/ | Day/ | 8) | (A) | or | | | | | | Reported | Security: | |
| | | Year) | Year) | | Dis | pose | d | | | | | Transaction(s) | Direct | |
| | | | | | of (| D) | | | | | | (Instr. 4) | (D) | |
| | | | | | | | | | | | | | or | |
| | | | | | (Ins | str. | | | | | | | Indirect | |
| | | | | | 3, 4 | & | | | | | | | (I) | |
| | | | | 5) | | | | | | | | (Instr. 4) | | |
| | | | | Code | V (A) | (D) | Date | Expira- | Title | Amount | | | | |
| | | | | | | | Exer-cisable | tion | | or | | | | |
| | | | | | | | | Date | | Number | | | | |
| | | | | | | | | | | of | | | | |
| | | | | | | | | | | Shares | | | | |

Explanation of Responses:

(1) Shares purchased pursuant to Company's Stock Purchase Plan, which is a Rule 16b-3 plan, from 2/1/02 thru 8/28/02 at market prices.

By: /s/ Burt Squires

<u>10/11/02</u>

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.

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 Number.

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).