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DILLARDS Form 4	INC										
February 28,											
FORM	4 UNITED	STATES					GE CO	OMMISSION	OMB	PROVAL 3235-0287	
Washington, D.C. 20549Check this box if no longer subject to Section 16.Form 4 or 							Number:January 31Expires:2005Estimated averageburden hours perresponse0.5				
(Print or Type R	Responses)										
1. Name and A NELSON ST	ddress of Reporting ΓΕVEN Κ	Person <u>*</u>	2. Issuer Symbol DILLAR		Ticker or T	rading	,	5. Relationship of Essuer			
				Earliest Tra y/Year)				(Check all applicable) DirectorX Officer (give title Other (specify below) Vice President			
LITTLE RO	(Street) OCK, AR 72201		4. If Amen Filed(Mont		-			5. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Pe	rson	
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	ecuriti		ired, Disposed of,	or Beneficial	lv Owned	
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securit or(A) or Dia (Instr. 3, 4	ies Ac sposed	quired l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)		
Common Class A	02/24/2012			Code V A	Amount 286	(D) A	Price \$ 56.39	49,290	D		
Common Class A	02/28/2012			М	25,000	А	\$ 25.74	74,290	D		
Common Class A	02/28/2012			S	25,000	D	\$ 59.98	49,290	D		
Common Class A - Retirement Plan								13,619	D		

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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)	orDeriv Secu Acqu or Di (D)	rities hired (A) sposed of r. 3, 4,	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Class A	\$ 25.74	02/28/2012		М		25,000	01/24/2006	01/24/2016	Common Class A	25,000

Reporting Owners

Reporting Owner Name / Addr	ess	Rela	tionships	
	Director	10% Owner	Officer	Other
NELSON STEVEN K 1600 CANTRELL ROAD LITTLE ROCK, AR 72201			Vice President	
Signatures				
/s/ Steven K. Nelson	02/28/2012			

**Signature of Reporting Person

Explanation of Responses:

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

Date

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

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.