DILLARDS INC
Form SC 13G
February 12, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Dillard s, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

254067101

(CUSIP Number)

December 31, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

x Rule 13d-1(b)
o Rule 13d-1(c)
o Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 254067101

(1) Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Dillard s, Inc. Retirement Plan Trust

71-0512766

(2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) o

(3) SEC Use Only

(4) Citizenship or Place of Organization
New York

Number of Shares Beneficially Owned by Each Reporting Person With:		
	(5)	Sole Voting Power 0
	(6)	Shared Voting Power 16,727,601
	(7)	Sole Dispositive Power 0
	(8)	Shared Dispositive Power 16,727,601

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
16,727,601

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

(11) Percent of Class Represented by Amount in Row (9)
23.96%

(12) Type of Reporting Person (See Instructions)
EP

Item 1

(a) Name of Issuer:
Dillard s, Inc.

(b) Address of Issuer s Principal Executive Offices:
Dillard s, Inc.

1600 Cantrell Road

Little Rock, AR 72201

Item 2

(a) Name of Person Filing:
Dillard s, Inc. Retirement Plan Trust

(b) Address of Principal Business Office or, if none, Residence:
Dillard s, Inc.

1600 Cantrell Road

Little Rock, AR 72201

(c) Citizenship:
Arkansas

(d) Title of Class of Securities:
Class A Common Stock

(e) CUSIP Number:
254067101

Item 3 **If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

(a)	o	Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
(b)	o	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
(c)	o	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
(d)	o	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
(e)	o	An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
(f)	x	An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
(g)	o	A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
(h)	o	A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i)	o	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
(j)	o	A non-U.S. institution in accordance with §240.13d 1(b)(1)(ii)(J);
(k)	o	Group, in accordance with §240.13d 1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d 1(b)(1)(ii)(J), please specify the type of institution: .

Item 4 **Ownership**

(a) Amount beneficially owned:

16,727,601

(b) Percent of class:

23.96%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

16,727,601

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

16,727,601

Item 5 **Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6 **Ownership of More than Five Percent on Behalf of Another Person**

The reporting person is a trust for the Issuer s Employees Retirement Plan.

Item 7 **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not Applicable

Item 8 **Identification and Classification of Members of the Group**

Not Applicable

Item 9 **Notice of Dissolution of Group**

Not Applicable

Item 10 **Certifications**

By signing below, Dillard s, Inc. Retirement Plan Trust certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, Dillard s, Inc. Retirement Plan Trust certifies that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2010

Dillard s, Inc. Retirement Plan Trust

By: / S / Phillip R. Watts
Name: **Phillip R. Watts**
Title: **Administrator**