SEC Form 4	
------------	--

П

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burde	en							
hours per response:	0.5							

1. Name and Addres		1*	2. Issuer Name and Ticker or Trading Symbol DILLARD'S, INC. [DDS]		tionship of Reporting Persor all applicable)	n(s) to Issuer	
MATHENY DRUE				Х	Director	10% Owner	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Х	Officer (give title below)	Other (specify below)	
1600 CANTREL			08/06/2019		Executive Vice President		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing ((Check Applicable	
LITTLE ROCK	AR	72201		Х	Form filed by One Reporti	ing Person	
(City)	(State)	(Zip)			Form filed by More than C Person	One Reporting	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

									,				
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code V		Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)			
Common Class A	08/06/2019		Α		67	A	\$69.87	443,238	D				
Common Class A - Retirement Plan								39,593	D				
Common Class A								7,300 ⁽¹⁾	Ι	See Footnote ⁽¹⁾			
Common Class A								150 ⁽²⁾	Ι	See Footnote ⁽²⁾			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(0.9.,				(eigi, pars, cans, marans, opnons, 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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	ative rities ired osed . 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title Amour Securi Underl Deriva Securi and 4)	nt of ties ying tive ty (Instr. 3	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Trustee of GST Trust

2. Owned by spouse

Remarks:

<u>/s/ Drue Matheny</u>

08/08/2019

Date

** Signature of Reporting Person

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

 * 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).

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.