FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | | |
| Estimated average burden | | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | | |

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

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

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|--|--|---|--|---|---|--|---|--|---|--|---|--|---------------------------------|---|---|---|--|--|--|
| 1. Name and Address of Reporting Person* MORI FRANK R | | | | | 2. Issuer Name and Ticker or Trading Symbol DILLARD'S, INC. [DDS] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| | | | | | | | | | | | | | | X Dire | ctor | 10% (| Owner | | |
| (Last) (First) (Middle) 1600 CANTRELL ROAD | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/18/2019 | | | | | | | | | | | | (specify) | | |
| | | | | | | | 4. If Amendment, Date of Original Filed (Month/Dav/Year) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | |
| (Street) | | | | | | and an engine is not (month buy) really | | | | | | | | Line) | | | | | |
| ROCK A | R 7 | 72201 | | | | | | | | | | | | X For | n filed by One | Reporting Pers | son | | |
| | | | | | | | | | | | | | | | e than One Rep | han One Reporting | | | |
| (St | ate) (| Zip) | | | | | | | | | | | | | | | | | |
| | Tabl | e I - No | n-Deriva | ative | Sec | curitie | s Acc | quired, | Dis | posed o | f, or | Bene | ficia | lly Own | ed | | | | |
| Date | | | | | Execution Date, if any | | Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr. 5) | | | | d Secu Bene Owne | ities icially d Following | Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | | |
| | | | | | | | | Code | v | Amount (A | |) or) | Price | Trans | action(s) | | (111511.4) | | |
| Common Class A 05/18/ | | | | /2019 | 2019 | | A | | 2,200(1) | | A | \$ 5 7. | 46 | 24,272 | D | | | | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | | | |
| curity or Exercise (Month/Day/Year) if any | | | n Date, | Transa Code (8) | ransaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | rative rities ired r osed) : 3, 4 | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Date | | Amoun or Numbe of | | ount | | derivative Securities Beneficially Owned Following Reported | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | (Final Conversion or Exercise Price of Derivative (Final Conversion or Exercise Price of Derivative) | FRANK R (First) (NTRELL ROAD ROCK AR (State) (Table Security (Instr. 3) Class A Ta 2. Conversion or Exercise Price of Derivative (Month/Day/Year) | (First) (Middle) NTRELL ROAD ROCK AR 72201 (State) (Zip) Table I - No Security (Instr. 3) Class A Table II - I 2. Conversion or Exercise Price of Derivative (Month/Day/Year) [Any (Month/Day/Year)] | (First) (Middle) NTRELL ROAD ROCK AR 72201 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) Class A Table II - Derivati (e.g., pt (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) | (First) (Middle) NTRELL ROAD ROCK AR 72201 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Class A 05/18/2019 Table II - Derivative S (e.g., puts, c) (e.g., puts, c) Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | FRANK R (First) (Middle) NTRELL ROAD ROCK AR 72201 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Class A 1. Transaction Date (Month/Day/Year) Table II - Derivative Secure (e.g., puts, calls) Conversion or Exercise Price of Derivative Security (Month/Day/Year) Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) A. If Ame 3. Date or 05/18/2019 Table II - Derivative Secure (e.g., puts, calls) A. Transaction Code (Instr. 8) | (First) (Middle) NTRELL ROAD ROCK AR (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) Class A (State) (Zip) Table II - Derivative Securities (e.g., puts, calls, warr 2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warr (Month/Day/Year) (Month/Day/Year) 3. 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Conversion or Exercise Price of Derivative Securities Acque (e.g., puts, calls, warrants, fany (Month/Day/Year) A Security Security Securities Acque (e.g., puts, calls, warrants, fany (Month/Day/Year) (Month/Day/Year) Securities Acque (e.g., puts, calls, warrants, fany (Month/Day/Year) Securities Acque (e.g., puts, calls, warrants, fany (Month/Day/Year) Security Securities Acque (e.g., puts, calls, warrants, fany (Month/Day/Year) Security Securities Acque (e.g., puts, calls, warrants, for puts, calls, warrants, fany (Month/Day/Year) Security Securities Acque (e.g., puts, calls, warrants, for puts, calls, warrants, fany (Month/Day/Year) Securities Acque (e.g., puts, calls, warrants, for puts, calls, wa | (First) (Middle) NTRELL ROAD Table I - Non-Derivative Securities Acquired, Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, Date (Month/Day/Year) Table II - Derivative Securities Acquired, Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, D (e.g., puts, calls, warrants, option Tansaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) Table II - Derivative Securities Acquired, D (e.g., puts, calls, warrants, option Tansaction (Month/Day/Year) Table II - Derivative Securities Acquired (A) or (Derivative Security) Date (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date (Month/Day/Year) | (First) (Middle) NTRELL ROAD Table I - Non-Derivative Securities Acquired, Disterminant (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, Disterminant (Month/Day/Year) Class A Table II - Derivative Securities Acquired, Disposed (E.g., puts, calls, warrants, options, comparison of Exercise Price of Derivative Security (Month/Day/Year) Security A Table II - Derivative Securities Acquired, Disposed (E.g., puts, calls, warrants, options, comparison of Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date (Instr. 3, 4 and 5) Date (Month/Day/Year) Disposed of (D) (Instr. 3, 4 and 5) | Class A O5/18/2019 A Disposed of (e.g., puts, calls, warrants, options or Exercise Price of Derivative Security O5/18/2019 Conversion or Exercise Price of Derivative Security O5/18/2019 O5/18/2019 | Class A O5/18/2019 A Code (Instr. 3) C | DILLARD'S, INC. [DDS] | Code Namount Conversion Core of Executive Code (Instr. 3) Code Conversion Core of Executive Conversion Conversion Core of Executive Code (Instr. 3) Code (Instr. 4) Code (Instr. 3) Code (Instr. 4) Code (Instr. 4) | Check all ap X Direct | Class A O5/18/2019 A Deemed (Month/Day/Year) Class A O5/18/2019 A Deemed (e.g., puts, calls, warrants, options, convertible securities) Conversion or Exercise Price of Derivative Security (Month/Day/Year) Code (Instr. 3) A Deemed (Month/Day/Year) Code (Instr. 3) A Deemed (e.g., puts, calls, warrants, options, convertible securities) Code (Instr. 3) Conversion or Exercise Date (Month/Day/Year) Code (Instr. 3) Code (Instr. 3) Conversion or Exercise Date (Month/Day/Year) Code (Instr. 3) Code (Instr. 3) Code (Instr. 3) Conversion or Exercise (Month/Day/Year) Code (Instr. 3) Code (Instr. 3) | Clear Conversion Conversi | | |

Explanation of Responses:

1. Shares were granted pursuant to the Dillard's, Inc. 2005 Non-Employee Director Restricted Stock Plan, as amended.

Remarks:

Frank Mori

05/21/2019

** Signature of Reporting Person

Date

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.