FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| washington, D.C. 20549                       | OMB APPROVAL |      |  |  |
|--|--------------|------|--|--|
| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP | OMB Number:  | 3235 |  |  |

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

of Indirect

Form: Direct

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 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person **DILLARD'S, INC.** [ DDS ] Johnson Chris B. Director 10% Owner Officer (give title Other (specify below) 3. Date of Earliest Transaction (Month/Day/Year) below) (Last) (First) (Middle) 07/29/2019 Senior Vice President 1600 CANTRELL ROAD 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable (Street) Line) 72201 Form filed by One Reporting Person LITTLE ROCK AR Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired (A) or Transaction Disposed Of (D) (Instr. 3, 4 and 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature

|                                  | (Month/Day/Year) | Code (<br>8) | 8) |        | Beneficially<br>Owned Following<br>Reported | (D) or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |   |          |
|----------------------------------|------------------|--------------|----|--------|---|-----------------------------------|---------------------------------------|---|----------|
|                                  |                  | Code         | v  | Amount | (A) or<br>(D)                               | Price                             | Transaction(s)<br>(Instr. 3 and 4)    |   | (mour 4) |
| Common Class A                   | 07/29/2019       | A            |    | 56     | A   | \$75.97                           | 6,820                                 | D |          |
| Common Class A - Retirement Plan |                  |              |    |        |   |                                   | 6,670                                 | D |          |
|                                  |                  | <br>         | _  |        |   |                                   | _                                     |   |          |

**Execution Date.** 

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

|   | (e.g., puts, cails, warrants, options, convertible securities)        |  |   |   |   |  |   |                         |                    |   |  |  |  |  |  |
|---|---|--|---|---|---|--|---|-------------------------|--------------------|---|--|--|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4. Transaction Code (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |   | rative<br>rities<br>ired<br>r<br>osed<br>) | 6. Date Exerc<br>Expiration Da<br>(Month/Day/\) | Amount of<br>Securities |                    | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
|   |   |  |   | Code  | v | (A)  | (D)   | Date<br>Exercisable     | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares   |  |  |  |  |

**Explanation of Responses:** 

1. Title of Security (Instr. 3)

Remarks:

/s/ Chris B. Johnson 07/30/2019

Securities

\*\* Signature of Reporting Person Date

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

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.

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

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