DILLARDS INC Form 4 January 17, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 **OMB APPROVAL**

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| Name and Address of Reporting Person* Person* Report C. K. at. | | | | | me and Tionc. DDS | cker or | P | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|-----------|----------------------------------|----------|-----------|--|--------------------|----------|--|---------------------------|---|--|--|--|
| Burnett G. Kent (Last) (First) (Middle) 1600 Cantrell Road | | | | rting | ntification is Person, voluntary) | Numbe | Mo | Statement for onth/Day/Year 4/03 | 10 X O | Director 10% Owner X Officer (give title below) Other (specify below) | | | |
| (Street) Little Rock, AR 72201 (City) (State) (Zip) | | | | `able | I Non-I | Deri vat | Da (M | If Amendment, te of Original onth/Day/Year) | 7. (C <u>X</u> P | Vice President, Chairman Phoenix Division 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person sed of, or Beneficially Owned | | | |
| Title of Security | 2. Trans- | 2A. Deemed Execution Date, | 3. Trans | - lode | 4. Securities (A) or Disp (Instr. 3, 4) Amount | es Acqu posed o | uired | 5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4) | Dispose | 6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial | | |
| Common Class A | 1/14/03 | | G | | 300 | D | 16.68 | 8 | 77026 | D | | | |
| Common Class A | | | | | 1 | 11 | | | 17943 | I | Retirement Plan | | |

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

| | | | 0/1 | | | | | | | | |
|-------------|------------|--------|-----------|--------|----------|---------------------|--------------|-------------|--------------|--------|-------------|
| 1. Title of | 2. Conver- | 3. | 3A. | 4. | 5. | 6. Date Exercisable | 7. Title and | 8. Price of | 9. Number of | 10. | 11. Nature |
| Derivative | sion or | Trans- | Deemed | Trans- | Number | and Expiration | Amount of | Derivative | Derivative | Owner- | of Indirect |
| Security | Exercise | action | Execution | action | of | Date | Underlying | Security | Securities | ship | Beneficial |
| | Price of | Date | Date, | Code | Derivati | (MeIonth/Day/ | Securities | (Instr. 5) | Beneficially | Form | Ownership |
| | | | | | | | | | | | |

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

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|------------|------------|---------|---------|---------|------|--------|----------------|---------|--------|----------|---|------------|------------|------------|---|
| (Instr. 3) | Derivative | | if any | | Se | curiti | e ¥ear) | | (Instr | . 3 & 4) | | Owned | of Deriv- | (Instr. 4) | |
| | Security | (Month/ | (Month/ | (Instr. | Ac | quire | ed | | | | | Following | ative | | |
| | | Day/ | Day/ | 8) | (A | or (| | | | | | Reported | Security: | | |
| | | Year) | Year) | | ` | spose | ed | | | | | * | Direct | | |
| | | | | | | (D) | | | | | | (Instr. 4) | (D) | | |
| | | | | | | | | | | | | , , | or | | |
| | | | | | (In | str. | | | | | | | Indirect | | |
| | | | | | 3, | 4 & | | | | | | | (I) | | |
| | | | | | 5) | | | | | | | | (Instr. 4) | | |
| | | | | Code | V (A | (D) | Date | Expira- | Title | Amount | | | | | |
| | | | | | | | Exer-cisable | tion | | or | | | | | |
| | | | | | | | | Date | | Number | | | | | |
| | | | | | | | | | | of | | | | | l |
| | | | | | | | | | | Shares | | | | | |

Explanation of Responses:

By: /s/ G. Kent Burnett

<u>1/15/03</u> Date

**Signature of Reporting Person

**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.

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