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DILLARDS INC RETIREMENT PLAN  
Form SC 13G  
February 17, 2004

DILLARDS INC

Filing Type: SC 13G  
Description: Statement of Beneficial Ownership  
Filing Date: Feb 14, 2004  
Period End: N/A

Primary Exchange: New York Stock Exchange  
Ticker: DDS

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

**DILLARD'S, INC.**

Name of Issuer

Class A Common

Title of Class of Securities

254067101

CUSIP Number

Date of Event Which Requires filing of this Statement

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

- (X) Rule 13d-1(b)
- ( ) Rule 13d-1(c)
- ( ) Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on respect to the subject class of securities, and for any subsequent amendment containing information that alters 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 purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 254067101

1) NAME OF I.R.S. IDENTIFICATION NO. OF REPORTING PERSON

Dillard Department Stores, Inc. Retirement Trust 71-0512766

2) MEMBER OF A GROUP: (a) N/A  
(b) N/A

3) SEC USE ONLY:

4) PLACE OF ORGANIZATION: Delaware

	5) Sole Voting Power:	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6) Shared Voting Power:	11,622,911
	7) Sole Dispositive Power:	0
	8) Shared Dispositive Power:	11,622,911

9) AGGREGATE AMOUNT BENEFICIALLY OWNED: 11,622,911

10) AGGREGATE AMOUNT IN ROW (9) EXCLUDES SHARES: Not Applicable

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 14.65%

12) TYPE OF REPORTING PERSON: EP

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**ITEM 1 (a) . NAME OF ISSUER:**

DILLARD'S, INC.

**ITEM 1 (b) . ADDRESS OF ISSUER'S EXECUTIVE OFFICES:**

DILLARD'S, INC.  
1600 Cantrell Road  
Little Rock, AR 72201

**ITEM 2 (a) . NAME OF PERSON FILING:**

Dillard Department Stores, Inc. Retirement Trust

**ITEM 2 (b) . ADDRESS OF PRINCIPAL BUSINESS OFFICE:**

DILLARD'S, INC.  
1600 Cantrell Road  
Little Rock, AR 72201

**ITEM 2 (c) . CITIZENSHIP:**

Arkansas

**ITEM 2 (d) . TITLE OF CLASS OF SECURITIES:**

Class A Common Stock

**ITEM 2 (e) . CUSIP NUMBER:**

254067101

**ITEM 3 .**

The Person filing this statement is an Employee Benefit Plan which is subject to the provision of Retirement Income Security Act of 1974 in accordance with Section 240.13d-1(b)(ii)(F).

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**ITEM 4 . OWNERSHIP:**

(a) <u>Number of Shares Beneficially Owned:</u>	11,622,911
(b) Percent of Class:	14.65%
(c) <u>Powers:</u>	<u>No. of Shares</u>
Sole power to vote or to direct the vote	0
Shared power to vote or	

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to direct the vote	11,622,911
Sole power to dispose or to direct disposition	0
Shared power to dispose or to direct disposition	11,622,911

**ITEM 5. OWNERSHIP OF 5% OR LESS OF A CLASS:**

Not Applicable

**ITEM 6. OWNERSHIP OF MORE THAN 5% 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 ULTIMATE PARENT HOLDING COMPANY:**

Not Applicable

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:**

Not Applicable

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP:**

Not Applicable

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**ITEM 10. CERTIFICATION:**

By signing below, the Dillard Department Stores, Inc. Retirement Trust certifies that, to the best of its knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

**SIGNATURE**

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

THE DILLARD DEPARTMENT STORES, INC. RETIREMENT TRUST

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By:/S/ Phillip R. Watts  
Phillip R. Watts  
Administrator

Date: 02/14/2004  
As of: 12/31/2003