

SQUIRES BURT

Form 4

June 22, 2006

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 OF
SECURITIES**

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SQUIRES BURT

(Last) (First) (Middle)

1600 CANTRELL ROAD

(Street)

LITTLE ROCK, AR 72201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DILLARDS INC [DDS]

3. Date of Earliest Transaction
(Month/Day/Year)
06/20/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Corporate VP Stores

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Class A	06/20/2006		M	22,508 A	\$ 24.59 50,387	D	
Common Class A	06/20/2006		S	22,508 D	\$ 30.5001 27,879	D	
Common Class A	06/20/2006		M	2,883 A	\$ 24.73 30,762	D	
Common Class A	06/20/2006		S	2,883 D	\$ 30.5001 27,879	D	
Common Class A	06/20/2006		M	7,155 A	\$ 27.21 35,034	D	

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Common Class A	06/20/2006	S	7,155	D	\$ 30.5001	27,879	D
Common Class A	06/20/2006	M	7,076	A	\$ 27.21	34,955	D
Common Class A	06/20/2006	S	7,076	D	\$ 30.5001	27,879	D
Common Class A	06/20/2006	M	3,200	A	\$ 27.21	31,079	D
Common Class A - Retirement Plan						15,713	D
Common Class A						9,300 ⁽¹⁾	D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 24.59	06/20/2006		M	22,508	03/19/2002 12/10/2006	Common Class A 22,508
Employee Stock Option	\$ 24.73	06/20/2006		M	2,883	03/21/2002 12/10/2006	Common Class A 2,883
Employee Stock Option	\$ 27.21	06/20/2006		M	7,155	01/18/2005 12/10/2006	Common Class A 7,155
Employee Stock	\$ 27.21	06/20/2006		M	7,076	01/18/2005 12/15/2007	Common Class A 7,076

Option

Employee

Stock	\$ 27.21	06/20/2006	M	3,200	01/18/2005	12/15/2007	Common Class A	3,200
Option								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SQUIRES BURT 1600 CANTRELL ROAD LITTLE ROCK, AR 72201			Corporate VP Stores	

Signatures

Burt Squires	06/21/2006
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__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) 9,300 Shares Common Class A owned by children

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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