

DILLARDS INC RETIREMENT PLAN  
Form SC 13G  
February 14, 2005

**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

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 this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter 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 the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section 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's, Inc. Retirement Plan Trust

71-0388071

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

3) SEC USE ONLY:

4) PLACE OF ORGANIZATION: New Jersey

	5) Sole Voting Power:	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6) Shared Voting Power:	11,935,319
	7) Sole Dispositive Power:	0
	8) Shared Dispositive Power:	11,935,319

9) AGGREGATE AMOUNT BENEFICIALLY OWNED: 11,935,319

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 15.14%

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's, Inc. Retirement Plan Trust

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

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

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**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 a Trust for Employee Benefit Plans which are subject to the provision of the Employee 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>	11,935,319
(b) <u>Percent of Class:</u>	15.14%
(c) <u>Powers:</u>	<u>No. of Shares</u>
Sole power to vote or to direct the vote	0
Shared power to vote or to direct the vote	11,935,319
Sole power to dispose or to direct disposition	0
Shared power to dispose or to direct disposition	11,935,319

**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 Plans

**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:**

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Not Applicable

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

Not Applicable

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**ITEM 10. CERTIFICATION:**

By signing below, the Dillard's, Inc. Retirement Plan 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's, Inc. Retirement Plan Trust certifies that the information set forth in this statement is true, complete and correct.

THE DILLARD'S, INC. RETIREMENT PLAN TRUST

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

Date: 02/14/2005  
As of: 12/31/2004

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