

DILLARDS INC
Form SC 13G
February 11, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
Amendment No. 1 *

Dillards Inc.
(Name of Issuer)

Common Class A
(Title of Class of Securities)

254067101
(CUSIP Number)

December 31, 2008
(Date of Event Which Requires Filing of this Statement)

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

☒ 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).

CUSIP No. 254067101

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Donald Smith & Co., Inc.
13-2807845

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b) ☒

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3. SEC Use Only
.....

4. Citizenship or Place of Organization
A Delaware Corporation

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	3,949,950 shares
	6. Shared Voting Power	0
	7. Sole Dispositive Power	6,972,550 shares
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,972,550 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 10.04%

12. Type of Reporting Person (See Instructions) IA

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Donald Smith

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b) [X]

3. SEC Use Only
.....

4. Citizenship or Place of Organization
United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	15,900 shares
	6. Shared Voting Power	0
	7. Sole Dispositive Power	6,972,550 shares
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,972,500 shares

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 10.04%

12. Type of Reporting Person (See Instructions) IN

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Richard Greenberg

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) [X]

3. SEC Use Only

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4. Citizenship or Place of Organization
United States of America

Number of Shares 5. Sole Voting Power 30,000 shares

Beneficially Owned by 6. Shared Voting Power 0

Each Reporting Person With 7. Sole Dispositive Power 6,972,550 shares

8. Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,972,550 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 10.04%

12. Type of Reporting Person (See Instructions) IN

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Kamal Shah

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

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(b) ☒ [X]

3. SEC Use Only

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4. Citizenship or Place of Organization
United States of America

Number of	5. Sole Voting Power	750 shares
Shares		
Beneficially	6. Shared Voting Power	0
Owned by		
Each Reporting	7. Sole Dispositive Power	6,972,550 shares
Person With		
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,972,550 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain
Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 10.04%

12. Type of Reporting Person (See Instructions) IN

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities
only).
Rolf Heitmeyer

2. Check the Appropriate Box if a Member of a Group (See
Instructions)

(a)
(b) ☒ [X]

3. SEC Use Only

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4. Citizenship or Place of Organization
United States of America

Number of	5. Sole Voting Power	750 shares
Shares		
Beneficially	6. Shared Voting Power	0
Owned by		
Each Reporting	7. Sole Dispositive Power	6,972,550 shares
Person With		
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,972,550 shares

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 10.04%

12. Type of Reporting Person (See Instructions) IN

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Jon Hartsel

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b) ☒ [X]

3. SEC Use Only
.....

4. Citizenship or Place of Organization
United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	5,000 shares
	6. Shared Voting Power	0
	7. Sole Dispositive Power	6,972,550 shares
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,972,550 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 10.04%

12. Type of Reporting Person (See Instructions) IN

Item 1.

(a) Name of Issuer: Dillards Inc.
(b) Address of Issuer's Principal Executive Offices
1600 Cantrell Rd.
Little Rock, AR 72201

Item 2.

(a) Name of Person Filing: Donald Smith & Co., Inc.

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- (b) Address of Principal Business Office:
152 West 57th Street
New York, NY 10019
- (c) Citizenship: A Delaware Corporation
- (d) Title of Class of Securities: Common Class A
- (e) CUSIP Number: 254067101

Item 3. This statement is filed pursuant to Section 240.13d-1(b), and the person filing is an investment advisor registered in accordance with Section 240.13d-1(b)(1)(ii)(E); (Note: See Item 8)

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 6,972,550
- (b) Percent of class: 10.04%
- (c) Number of shares as to which the person has:
- (i) SOLE POWER TO VOTE: 4,002,350
- (ii) SHARED POWER TO VOTE: 0
- (iii) SOLE POWER TO DISPOSE: 6,972,550
- (iv) SHARED POWER TO DISPOSE: 0

Item 5. Ownership of Five Percent or Less is
NOT APPLICABLE

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

1. Donald Smith & Co., Inc. does not serve as custodian of the assets of any of its clients; accordingly, in each instance only the client or the client's custodian or trustee bank has the right to receive dividends paid with respect to, and proceeds from the sale of, such securities.

The ultimate power to direct the receipt of dividends paid with respect to, and the proceeds from the sale of, such securities, is vested in the institutional clients which Donald Smith & Co., Inc. serves as investment advisor. Any and all discretionary authority which has been delegated to Donald Smith & Co., Inc. may be revoked in whole or in part at any time.

To the knowledge of Donald Smith & Co., Inc., with respect to all securities reported in this schedule owned by advisory clients of Donald Smith & Co., Inc., not more than 5% of the class of such securities is

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owned by any one client.

2. With respect to the remaining securities owned, various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A Common Stock of Dillard's Inc. No one person's interest in the Class A Common Stock of Dillard's Inc. is more than five percent of the total outstanding Class A Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

NOT APPLICABLE

Item 8. Identification and Classification of Members of the Group

SEE EXHIBIT A

Item 9. Notice of Dissolution of Group

NOT APPLICABLE

Item 10. Certification

(a)

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2009

Date

Donald G. Smith_____
Signature

President_____
Title

SCHEDULE 13G - TO BE INCLUDED IN
STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)
RULE 13d-1(f)(1) EXHIBIT A:

Donald Smith & Co., Inc.	IA
Donald G. Smith	IN
Richard L. Greenberg	IN
Kamal Shah	IN
Jon Hartsel	IN

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Rolf Heitmeyer

IN

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)
RULE 13d-1(f) (1) AGREEMENT

The undersigned persons, on February 12, 2009,
agree and consent to the joint filing on their behalf of this
Schedule 13G in connection with their beneficial ownership
of the Class A Common Stock of Dillard's Inc at December 31,
2008.

Donald Smith & Co., Inc.

By /s/ Donald G. Smith
Donald G. Smith
President
Duly authorized by and on behalf of Donald Smith & Co., Inc.

Donald G. Smith

By /s/ Donald G. Smith
Donald G. Smith

Richard L. Greenberg

By /s/ Donald G. Smith
Donald G. Smith
President
Duly authorized by and on behalf of Richard Greenberg

Kamal Shah

By /s/ Donald G. Smith
Donald G. Smith
President
Duly authorized by and on behalf of Kamal Shah

Jon Hartsel

By /s/ Donald G. Smith
Donald G. Smith
President
Duly authorized by and on behalf of Jon Hartsel

Rolf Heitmeyer

By /s/ Donald G. Smith
Donald G. Smith
President
Duly authorized by and on behalf of Rolf Heitmeyer