DOLLAR TREE INC Form 4

April 05, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

See Instruction 1(b).

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * PHILBIN GARY M	2. Issuer Name and Ticker or Trading Symbol DOLLAR TREE INC [DLTR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	, , ,			
500 VOLVO PARKWAY	(Month/Day/Year) 04/01/2016	Director 10% Owner _X_ Officer (give title Other (specify below) President of Family Dollar			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CHESAPEAKE, VA 23320	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative (Securi	ities Acqu	ired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		on(A) or Di		` ′	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and 5	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
							Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	04/01/2016		M	10,163 (1)	A	\$ 0 (2)	105,531	D	
Common Stock	04/01/2016		F(3)	4,858	D	\$ 83.31	100,673	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code	. 8) Acquired (A)		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha		
Restricted Stock Unit	\$ 0 (2)	04/01/2016		M		10,163 (1)	04/01/2015(4)	04/01/2015	Common Stock	10,1		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PHILBIN GARY M 500 VOLVO PARKWAY CHESAPEAKE, VA 23320

President of Family Dollar

Signatures

/s/ Shawnta Totten-Medley, attorney-in-fact for Mr.
Philbin

04/05/2016

**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) Portion vested at anniversary of three-year award.
- (2) Convert without cost to shares of common stock on a one-for-one basis.
- (3) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
 - The Compensation Committee certified on 3/11/2015 that the Company achieved its 2014 performance target for
- performanced-based restricted stock units granted on 4/1/2014 and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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