

DOLLAR TREE INC

Form 4

April 04, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PHILBIN GARY M

(Last) (First) (Middle)

500 VOLVO PARKWAY

(Street)

CHESAPEAKE, VA 23320

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DOLLAR TREE INC [DLTR]

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2017

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)

Enterprise President

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 Stock	04/01/2017		M ⁽¹⁾	10,164 A \$ 0 ⁽²⁾	69,805	D	
Common Stock	04/01/2017		F ⁽³⁾	4,833 D \$ 78.46	64,972	D	
Common Stock	04/01/2017 ⁽⁴⁾		M	6,297 A \$ 0	71,269	D	
Common Stock	04/01/2017		F ⁽³⁾	2,995 D \$ 78.46	68,274	D	
Common Stock					15,815	I	2016 GRAT #2

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Common Stock	20,616	I	2016 GRAT #3
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽²⁾	04/01/2017		M ⁽¹⁾	10,164	04/01/2015 ⁽⁵⁾ 04/01/2015	Common Stock 10,1
Restricted Stock Unit	\$ 0 ⁽²⁾	04/01/2017 ⁽⁴⁾		M	6,297	04/01/2017 ⁽⁴⁾ 04/01/2017	Common Stock 6,2

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PHILBIN GARY M 500 VOLVO PARKWAY CHESAPEAKE, VA 23320	Enterprise President

Signatures

/s/ Shawnta Totten-Medley, attorney-in-fact for Mr. Philbin 04/04/2017

 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.

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- (3) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
- (4) The award will fully vest on April 1, 2017.
- (5) The Compensation Committee certified on 3/11/2015 that the Company achieved its 2014 performance target for performed-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.

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