

DOLLAR TREE INC
Form 4
March 29, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WAMPLER KEVIN S

(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)
03/27/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D) Code V Amount Price			
Common Stock	03/27/2017		G ⁽¹⁾	V 170 D \$ 0	83,673	D	
Common Stock	03/27/2017		G ⁽¹⁾	V 362 D \$ 0	83,311	D	
Common Stock	03/27/2017		M ⁽²⁾	4,487 A \$ 0 ⁽³⁾	87,798	D	
Common Stock	03/27/2017		F ⁽⁴⁾	2,141 D \$ 76.13	85,657	D	
Common Stock					50,000	I	2016 GRAT

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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)	Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽³⁾	03/27/2017		M ⁽²⁾	4,487	03/27/2016 ⁽⁵⁾ 03/27/2016	Common Stock	4,487

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAMPLER KEVIN S 500 VOLVO PARKWAY CHESAPEAKE, VA 23320			Chief Financial Officer	

Signatures

/s/ Shawnta Totten-Medley, attorney-in-fact for Mr. Wampler 03/29/2017

__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) Gift made without consideration.
- (2) Portion vested at anniversary of three-year award.
- (3) Convert without cost to shares of common stock on a one-for-one basis.
- (4) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.

(5) The Compensation Committee certified on 3/9/2016 that the Company achieved its 2015 performance target for performance-based restricted stock units granted on 3/27/2015, 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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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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