

DOLLAR TREE STORES INC

Form 4

June 05, 2007

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITE STEPHEN W

(Last) (First) (Middle)

500 VOLVO PARKWAY

(Street)

CHESAPEAKE, VA 23320

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/02/2007

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)

Chief Logistics Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/02/2007		M ⁽¹⁾		1,042	A	\$ 0 ⁽²⁾
Common Stock	06/02/2007		F ⁽³⁾		440	D	\$ 42.41

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

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 of Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽²⁾	06/02/2007		M ⁽¹⁾	1,042	06/02/2007 ⁽⁴⁾	06/02/2007 ⁽⁴⁾	Common Stock	1,042

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE STEPHEN W 500 VOLVO PARKWAY CHESAPEAKE, VA 23320			Chief Logistics Officer	

/s/ Erica Robb, attorney-in-fact for Mr. White
06/05/2007

**Signature of Reporting Person Date

* 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.

(4) Vests in three approximately equal annual installments, beginning on the first anniversary of the award date, subject to continued employment.

Reporting Owners