

DOLLAR TREE STORES INC

Form 4/A

June 29, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROCK MACON F JR

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
500 VOLVO PARKWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/27/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman of the Board

CHESAPEAKE, VA 23320

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/28/2007

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	06/27/2007		M		60,000	A \$ 23.2083	1,219,345 (1)	D	
Common Stock	06/27/2007		M		60,000	A \$ 17	1,279,345	D	
Common Stock	06/27/2007		S		120,000	D \$ 43.1965 (2)	1,159,345	D	
Common Stock							222,930	I	Trusts (Descendants')
Common Stock							581,766	I	Spouse

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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	\$ 23.2083	06/27/2007		M	60,000	03/07/2001 ⁽³⁾ 03/07/2010 ⁽⁴⁾	Common Stock	60,000
Stock Option (right to buy)	\$ 17	06/27/2007		M	60,000	03/20/2002 ⁽³⁾ 03/20/2011 ⁽⁴⁾	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BROCK MACON F JR 500 VOLVO PARKWAY CHESAPEAKE, VA 23320	X Chairman of the Board

Signatures

/s/ Erica Robb, attorney-in-fact for Mr.
Brock 06/29/2007

__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) Amended to correct insider account balances.

(2) Average price of multiple related transactions. Details are included in Exhibit 99 to this Form 4.

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- (3) Vests in 5 approximately equal annual installments beginning on the first anniversary of the award date, subject to continued employment.
- (4) Expires upon termination, with certain grace periods, or ten years after award, whichever is less.

Remarks:

Disclaimer: Reporting person disclaims beneficial ownership of all indirectly held securities and this report shall not be deemed

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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