

DOLLAR TREE INC

Form 4

April 01, 2008

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 *
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)
03/30/2008

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 below) ____ Other (specify below)

Chief Operating 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	03/30/2008		M ⁽²⁾		2,833	A	\$ 0 ⁽³⁾	7,715	D	
Common Stock	03/30/2008		F ⁽⁴⁾		913	D	\$ 27	6,802	D	
Common Stock	03/31/2008		M ⁽²⁾		1,042	A	\$ 0 ⁽³⁾	7,844	D	
Common Stock	03/31/2008		F ⁽⁴⁾		336	D	\$ 27.59	7,508	D	

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
Restricted Stock Unit	\$ 0 ⁽³⁾	03/30/2008		M ⁽²⁾	2,833	03/30/2008 ⁽¹⁾ 03/30/2008 ⁽¹⁾	Common Stock	2,833
Restricted Stock Unit	\$ 0 ⁽⁶⁾	03/31/2008		M ⁽²⁾	1,042	03/31/2008 ⁽⁵⁾ 03/31/2008 ⁽⁵⁾	Common Stock	1,042

Reporting Owners

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

Signatures

/s/ Erica Robb, attorney-in-fact for Mr. Philbin 04/01/2008

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

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- (5) Vests in three approximately equal annual installments, beginning on the first anniversary of the award date, subject to continued employment.
- (6) Convert without cost to shares of common stock on a one-for-one basis.

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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