

PERRY J DOUGLAS
Form 4
February 25, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PERRY J DOUGLAS

2. Issuer Name and Ticker or Trading Symbol
DOLLAR TREE 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)
02/25/2010

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

CHESAPEAKE, VA 23320

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

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 | 02/19/2009 | | J | V 2,782 D \$ 0 ⁽¹⁾ | 0 | I | Descendants Investment Trust |
| Common Stock | 02/19/2009 | | J | V 2,782 A \$ 0 ⁽¹⁾ | 314,028 | I | Trusts (Descendants') |
| Common Stock | 02/25/2010 | | M | 6,000 A \$ 37.28 | 222,964 | D | |
| Common Stock | 02/25/2010 | | M | 6,000 A \$ 32.02 | 228,964 | D | |
| Common Stock | 02/25/2010 | | M | 6,000 A \$ 27.86 | 234,964 | D | |

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| | | | | | \$ | | | |
|--------------|------------|---|--------|---|----------------|---------|---|-----------------|
| Common Stock | 02/25/2010 | S | 18,000 | D | 55.8718 (2) | 216,964 | D | |
| Common Stock | | | | | | 0 | I | 2002 GRAT (JDP) |
| Common Stock | | | | | | 0 | I | 2002 GRAT (PWP) |
| Common Stock | | | | | | 0 | I | Spouse |

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.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 37.28 | 02/25/2010 | | M | 6,000 | 05/29/2002 05/29/2012 | Common Stock | 6,000 |
| Stock Option (right to buy) | \$ 32.02 | 02/25/2010 | | M | 6,000 | 06/19/2003 06/19/2013 | Common Stock | 6,000 |
| Stock Option (right to buy) | \$ 27.86 | 02/25/2010 | | M | 6,000 | 06/18/2004 06/18/2014 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PERRY J DOUGLAS 500 VOLVO PARKWAY CHESAPEAKE, VA 23320 | | X | | |

Signatures

/s/ Shawnta Totten, attorney-in-fact for Mr.
Perry

02/25/2010

__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) Transfer between insider's accounts
- (2) Represents the weighted average price for shares sold at a range between \$55.84 and \$55.91. The filer will provide full information regarding the number of shares sold at each price upon request.

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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