Jacobs David A. Form 3/A April 05, 2012

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement DOLLAR TREE INC [DLTR] Jacobs David A. (Month/Day/Year) 04/01/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 500 VOLVO PARKWAY 04/05/2012 (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other (give title below) (specify below) CHESAPEAKE, VAÂ 23320 Form filed by More than One Chief Strategy Officer Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities (Instr. 4) Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Common Stock D Â 11,000 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

required to respond unless the form displays a

currently valid OMB control number.

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	rsion Ownership In	6. Nature of Indirect Beneficial Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
	Date Exercisable Expiration Date	TD: -1	Derivative	Security:	
		Title Amount or Number of	Security	Direct (D)	
		Number of		or Indirect	

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				Shares		(I) (Instr. 5)	
Restricted Stock Unit	03/26/2013(2)	03/26/2013	Common Stock	3,900	\$ 0 (1)	D	Â
Restricted Stock Unit	04/01/2013(3)	04/01/2013	Common Stock	4,734	\$ 0 (1)	D	Â
Stock Option (right to buy)	03/30/2008(3)	03/30/2017(4)	Common Stock	4,375	\$ 25.4933	D	Â
Stock Option (right to buy)	03/14/2009(3)	03/14/2018(4)	Common Stock	9,375	\$ 17.82	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
Jacobs David A. 500 VOLVO PARKWAY CHESAPEAKE, VA 23320	Â	Â	Chief Strategy Officer	Â	

Signatures

/s/ Shawnta Totten, attorney-in-fact for David A. Jacobs

04/05/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Convert without cost to shares of common stock on a one-for-one basis.
- (2) Vests in three approximately equal annual installments, beginning the first anniversary of the award date, subject to continued employment.
- (3) Vests in three approximately equal annual installments, beginning the first anniversary of the award date, subject to continued employment.
- (4) Expires at the earlier of one year after ceasing to be a director, with certain grace periods, or ten years after grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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