#### **DOLLAR TREE INC** Form 4

March 11, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

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if no longer

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

DOLLAR TREE INC [DLTR]

(Check all applicable)

(First) (Middle) (Last)

(Street)

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

10% Owner Other (specify X\_ Officer (give title

500 VOLVO PARKWAY

03/09/2016

below) Chief Logistics Officer

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

Director

\_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

(Instr. 4)

Person

CHESAPEAKE, VA 23320

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquire (A) or Dispose (D) (Instr. 3 and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Stock Unit	\$ 0 (1)	03/09/2016(2)		A		7,340		03/27/2016(3)	03/27/2016	Common Stock	7,340
Restricted Stock Unit	\$ 0 (1)	03/09/2016(4)		A		3,202		04/23/2016	04/23/2016	Common Stock	3,202

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WHITE STEPHEN W 500 VOLVO PARKWAY CHESAPEAKE, VA 23320

**Chief Logistics Officer** 

# **Signatures**

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

03/11/2016

\*\*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) Convert without cost to shares of common stock on a one-for-one basis.
- The Compensation Committee certified on 3/9/2016 that the Company achieved its 2015 performance target for performanced-based (2) restricted stock units granted on 3/27/2015, and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.
- The Compensation Committee certified on 3/9/2016 that the Company achieved its 2015 performance target for performanced-based (3) restricted stock units granted on 3/27/2015, and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.
- (4) The Compensation Committee certified on 3/9/2016 the level of performance achieved for the 2015 Supplemental Grant that was awarded on 4/23/2015 pursuant to the Long-Term Performance Plan. The award will fully vest on 4/23/2016.

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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