DOLLAR TREE INC

Form 5

March 11, 2016

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

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

ANNUAL 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

1. Name and Address of Reporting Person *

BROCK MACON F JR

(Last)   (First)   (Middle)

500 VOLVO PARKWAY

(Street)

CHESAPEAKE, Â VAÂ 23320

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

DOLLAR TREE INC [DLTR]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)

02/03/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/08/2015	Â	G	120,000	D	$ 0 (1)	621,370	I	Spouse
Common Stock	12/08/2015	Â	G	13,000	D	$ 0	1,100,521	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	200,000	I	2015-2 GRAT (JPB)
Common Stock	Â	Â	Â	Â	Â	Â	200,000	I	2015-2 GRAT (MFB)

Common Stock	Â	Â	Â	Â	Â	Â	200,000	I	2015-3 GRAT (JPB)
Common Stock	Â	Â	Â	Â	Â	Â	200,000	I	2015-3 GRAT (MFB)
Common Stock	Â	Â	Â	Â	Â	Â	488,790	I	Trusts (Descendants')

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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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. Price of Derivative Security (Instr. 5)	9. of D S B O E Is F (I
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

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

Signatures

/s/, Shawnta Totten-Medley, attorney-in-fact for Mr. Brock	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) Gift made without consideration.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

Explanation of Responses: