DOLLAR TREE INC

Form 4 March 23, 2016

FORM 4

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

SECURITIES

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

DOLLAR TREE INC [DLTR]

3. Date of Earliest Transaction

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 January 31,

2005

Expires:

OMB

Number:

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response... 0.5

OMB APPROVAL

(Print or Type Responses)

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person * BROCK MACON F JR

(First)

(Middle)

500 VOLVO PARKWAY

(Street)

(Month/Day/Year) 03/18/2016

Symbol

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)

Chairman of the Board

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

CHESAPEAKE, VA 23320

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(State)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (I)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4) (Instr. 4)

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

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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(Month/Day/Year) (Instr. 8) Acquired

(D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Expiration Title Amoun Date Numbe of Shares Restricted Common 03/18/2017(2) 03/18/2017 $$0^{(1)}$ 03/18/2016 Α 6,874 6,874

(A) or Disposed of

Date

Stock

Reporting Owners

Price of

Security

Derivative

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

Signatures

(Instr. 3)

Stock Unit

/s/, Shawnta Totten-Medley, attorney-in-fact for Mr.
Brock
03/23/2016

Explanation of Responses:

**Signature of Reporting Person

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

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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