#### **DOLLAR TREE INC**

Form 4 April 26, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* Matacunas Mike R.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

(Street)

(Middle)

DOLLAR TREE INC [DLTR]

(Check all applicable)

500 VOLVO PARKWAY

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

04/23/2016

Filed(Month/Day/Year)

Director 10% Owner \_X\_\_ Officer (give title Other (specify

below) Chief Administrative Officer

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

CHESAPEAKE, VA 23320

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	Beneficially (D) or Owned Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	04/23/2016		M	3,677	A	\$ 0 (1)	17,240	D	
Common Stock	04/23/2016		F(2)	1,665	D	\$ 80.95	15,575	D	

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

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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 proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares	

M

Common

Stock

3,677

 $3,677 \quad 04/23/2016^{\underline{(3)}} \quad 04/23/2016$ 

Other

### **Reporting Owners**

 $\$ 0 \frac{(1)}{1}$ 

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	(				

Matacunas Mike R. Chief

04/23/2016

500 VOLVO PARKWAY Administrative CHESAPEAKE, VA 23320 Officer

### **Signatures**

Restricted

Stock Unit

/s/ Shawnta Totten-Medley, attorney-in-fact for Mike R.

Matacunas

04/26/2016

\*\*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.
- (2) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
- (3) 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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