

DOLLAR TREE INC

Form 4

April 04, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WAMPLER KEVIN S**

(Last) (First) (Middle)

500 VOLVO PARKWAY

(Street)

CHESAPEAKE, VA 23320

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**DOLLAR TREE INC [DLTR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/01/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Financial Officer

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**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 04/01/2017                              |                                                             | M                                       | (A)<br>or<br>(D)<br>Amount<br>(1)<br>\$ 0 (2)<br>92,009                 |                                                                                                                    | D                                                                    |                                         |
| Common<br>Stock                       | 04/01/2017                              |                                                             | F(3)                                    | \$<br>78.46<br>88,979                                                   |                                                                                                                    | D                                                                    |                                         |
| Common<br>Stock                       | 04/01/2017                              |                                                             | M                                       | (A)<br>or<br>(D)<br>Amount<br>(4)<br>\$ 0 (2)<br>94,227                 |                                                                                                                    | D                                                                    |                                         |
| Common<br>Stock                       | 04/01/2017                              |                                                             | F(3)                                    | \$<br>78.46<br>91,723                                                   |                                                                                                                    | D                                                                    |                                         |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 50,000                                                                                                             | I                                                                    | 2016<br>GRAT                            |

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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.**

SEC 1474  
(9-02)

**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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    | 04/01/2017                           |                                                    | M                              |                                                                                         | 6,352 <sup>(1)</sup>                                     |     | 04/01/2015 <sup>(5)</sup>                                     | 04/01/2015      | Common Stock | 6,352                      |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    | 04/01/2017                           |                                                    | M                              |                                                                                         | 5,248 <sup>(4)</sup>                                     |     | 04/01/2017 <sup>(4)</sup>                                     | 04/01/2017      | Common Stock | 5,248                      |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships                    |
|--------------------------------------------------------------|----------------------------------|
|                                                              | Director 10% Owner Officer Other |
| WAMPLER KEVIN S<br>500 VOLVO PARKWAY<br>CHESAPEAKE, VA 23320 | Chief Financial Officer          |

## Signatures

/s/ Shawnta Totten-Medley, attorney-in-fact for Mr. Wampler 04/04/2017

\_\_\_\_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) Portion vested at anniversary of three-year award.
- (2) Convert without cost to shares of common stock on a one-for-one basis.
- (3) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.

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(4) The award will fully vest on April 1, 2017.

(5) The Compensation Committee certified on 3/11/2015 that the Company achieved its 2014 performance target for performance-based restricted stock units granted on 4/1/2014 and that shares will vest in approximately three equal 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.