BROCK MACON F JR
Form 4
November 01, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(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)
06/30/2017

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 below) _____ Other (specify below)
Chairman Emeritus

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 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/01/2017		S (1)		19,100	D	$ 91.6705 (2)	338,790	I	Trusts (Descendants')
Common Stock	06/30/2017		G (3)	V	114,000	D	$ 0	1,128,795	D	
Common Stock	11/01/2017		S (1)		30,300	D	$ 90.7683 (4)	458,490	I	Trusts (Descendants')
Common Stock	11/01/2017		S (1)		19,700	D	$ 91.6639 (5)	438,790	I	Trusts (Descendants')

Common Stock	11/01/2017		S[(1)]		30,290	D	$ 90.7929 [(6)]	408,500	I	Trusts (Descendants')
Common Stock	11/01/2017		S[(1)]		19,710	D	$ 91.6603 [(7)]	388,790	I	Trusts (Descendants')
Common Stock	11/01/2017		S[(1)]		30,900	D	$ 90.7857 [(8)]	357,890	I	Trusts (Descendants')
Common Stock	10/04/2017		G	V	2,500	D	$ 0 [(3)]	1,126,295	D	
Common Stock								78,677	I	2015-3 GRAT (JPB)
Common Stock								78,677	I	2015-3 GRAT (MFB)
Common Stock								189,408	I	2017-2 GRAT (JPB)
Common Stock								189,408	I	2017-2 GRAT (MFB)
Common Stock								750,785	I	Spouse

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

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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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(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, VA 23320	X		Chairman Emeritus	

Signatures

/s/, Shawnta Totten-Medley, attorney-in-fact for Mr. Brock	11/01/2017
**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) 10b5-1: Transactions pursuant to preplanned trading arrangements established under SEC Rule 10b5-1(c)(1).

(2) Represents the average weighted price for shares sold at a range between $91.38 and $92.05. The filer will provide full information regarding the number of shares sold at each price upon request.

(3) Gift made without consideration.

(4) Represents the average weighted price for shares sold at a range between $90.36 and $91.335. The filer will provide full information regarding the number of shares sold at each price upon request.

(5) Represents the average weighted price for shares sold at a range between $91.34 and $92.05. The filer will provide full information regarding the number of shares sold at each price upon request.

(6) Represents the average weighted price for shares sold at a range between $90.36 and $91.27. The filer will provide full information regarding the number of shares sold at each price upon request.

(7) Represents the average weighted price for shares sold at a range between $91.33 and $92.05. The filer will provide full information regarding the number of shares sold at each price upon request.

(8) Represents the average weighted price for shares sold at a range between $90.36 and $91.35. The filer will provide full information regarding the number of shares sold at each price upon request.

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