

WAMPLER KEVIN S  
 Form 4  
 April 02, 2012

**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 \*  
**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)  
 04/01/2012

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 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/01/2012		M <sup>(3)</sup>	7,500	A \$ 0 <sup>(2)</sup>	54,073	D
Common Stock	04/01/2012		F <sup>(4)</sup>	3,165	D \$ 94.49	50,908	D
Common Stock	04/01/2012		M <sup>(3)</sup>	4,553	A \$ 0 <sup>(2)</sup>	55,461	D
Common Stock	04/01/2012		F <sup>(4)</sup>	1,922	D \$ 94.49	53,539	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 of Derivative Securities (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)	Amount or Number of Shares
Restricted Stock Unit	\$ 0 <sup>(2)</sup>	04/01/2012		M <sup>(3)</sup>	7,500	04/01/2012 <sup>(1)</sup> 04/01/2012	Common Stock	7,500
Restricted Stock Unit	\$ 0	04/01/2012		M <sup>(3)</sup>	4,553	04/01/2012 <sup>(5)</sup> 04/01/2012	Common Stock	4,553

**Reporting Owners**

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

WAMPLER KEVIN S  
500 VOLVO PARKWAY  
CHESAPEAKE, VA 23320

Chief Financial Officer

**Signatures**

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

04/02/2012

\*\*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) The Compensation Committee certified on 3/17/2010 that the company achieved its 2009 performance target for awards granted on April 1, 2009 and that shares will vest in three approximately equal installments, beginning on the first anniversary of the award date, subject to continued employment.

(2) Convert without cost to shares of common stock on a one-for-one basis.

(3) Portion vested at anniversary of three-year award.

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- (4) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
- (5) The Compensation Committee certified on 3/14/2012 that the Company achieved its 2011 performance target for performance-based restricted stock units granted on 4/1/2011 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.