

Jacobs David A.
Form 3/A
April 05, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Jacobs David A. | | (Month/Day/Year) | DOLLAR TREE INC [DLTR] | |
| (Last) | (First) | (Middle) | 04/01/2012 | |
| 500 VOLVO PARKWAY | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| CHESAPEAKE,Â VAAÂ 23320 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Strategy Officer | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 04/05/2012 | |
| 1. Title of Security (Instr. 4) | | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
| Common Stock | 11,000 | D | Â | |

Table I - Non-Derivative Securities Beneficially Owned

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|---------------------------|---------------------------|--------------|--------|---------------------|-------------------|---|
| Restricted Stock Unit | 03/26/2013 ⁽²⁾ | 03/26/2013 | Common Stock | 3,900 | \$ 0 ⁽¹⁾ | D | Â |
| Restricted Stock Unit | 04/01/2013 ⁽³⁾ | 04/01/2013 | Common Stock | 4,734 | \$ 0 ⁽¹⁾ | D | Â |
| Stock Option (right to buy) | 03/30/2008 ⁽³⁾ | 03/30/2017 ⁽⁴⁾ | Common Stock | 4,375 | \$ 25.4933 | D | Â |
| Stock Option (right to buy) | 03/14/2009 ⁽³⁾ | 03/14/2018 ⁽⁴⁾ | Common Stock | 9,375 | \$ 17.82 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jacobs David A. 500 VOLVO PARKWAY CHESAPEAKE, VA 23320 | Â | Â | Â Chief Strategy Officer | Â |

Signatures

/s/ Shawnta Totten, attorney-in-fact for David A. Jacobs

04/05/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 the first anniversary of the award date, subject to continued employment.
- (3) Vests in three approximately equal annual installments, beginning the first anniversary of the award date, subject to continued employment.
- (4) Expires at the earlier of one year after ceasing to be a director, with certain grace periods, or ten years after grant.

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.