

DOLLAR TREE INC
Form 4
March 11, 2016

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 *
Matacunas Mike R.

(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)
03/09/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Administrative Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------|------------------------------------|---------------------------|------------|---|---------------------------|------------|-----------------|-------|------------------|--------------------|-------|--|
| Restricted Stock Unit | \$ 0 ⁽¹⁾ | 03/09/2016 ⁽²⁾ | A | 8,565 | 03/27/2016 ⁽³⁾ | 03/27/2016 | Common Stock | 8,565 | | | | |
| Restricted Stock Unit | \$ 0 ⁽¹⁾ | 03/09/2016 ⁽⁴⁾ | A | 3,677 | 04/23/2016 | 04/23/2016 | Common Stock | 3,677 | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Matacunas Mike R. 500 VOLVO PARKWAY CHESAPEAKE, VA 23320 | | | Chief Administrative Officer | |

Signatures

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

03/11/2016

__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.

The Compensation Committee certified on 3/9/2016 that the Company achieved its 2015 performance target for performed-based restricted stock units granted on 3/27/2015, and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.

(3) The Compensation Committee certified on 3/9/2016 that the Company achieved its 2015 performance target for performed-based restricted stock units granted on 3/27/2015, and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.

(4) 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.