

BROCK MACON F JR
Form 4
October 13, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 VOLVO PARKWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/12/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman Emeritus

CHESAPEAKE, VA 23320

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	10/12/2017		G	V	2,500	D	\$ 0 ⁽¹⁾	750,785	I	Spouse
Common Stock	10/12/2017		G	V	43,850	D	\$ 0 ⁽¹⁾	1,084,945	D	
Common Stock	10/13/2017		M		63,000	A	\$ 12.6634	1,147,945	D	
Common Stock	10/13/2017		S		63,000	D	\$ 91.0355 ⁽²⁾	1,084,945	D	
Common Stock								78,677	I	2015-3 GRAT (JPB)

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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	488,790	I	Trusts (Descendants')

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	\$ 12.6634	10/13/2017		M	63,000	05/29/2008 ⁽³⁾ 05/29/2018 ⁽⁴⁾	Common Stock	63,000

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

10/13/2017

__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) Gift made without consideration.
- (2) Represents the average weighted price for shares sold at a range between \$90.00 and \$91.0355. The filer will provide full information regarding the number of shares sold at each price upon request.
- (3) Immediately exercisable.
- (4) Expires upon termination, with certain grace periods, or ten years after award, whichever is less.

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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