

WAMPLER KEVIN S
 Form 4
 March 29, 2018

FORM 4

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

OMB APPROVAL

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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)
 03/27/2018

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 Financial 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	03/27/2018		M	4,487 ⁽¹⁾ A \$ 0 ⁽²⁾	84,289	D	
Common Stock	03/27/2018		F ⁽³⁾	2,024 D \$ 93.63	82,265	D	
Common Stock	03/27/2018		M	6,172 ⁽⁴⁾ A \$ 0 ⁽²⁾	88,437	D	
Common Stock	03/27/2018		F ⁽³⁾	2,784 D \$ 93.63	85,653	D	
Common Stock					17,015	I	2016 GRAT

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- (2) Convert without cost to shares of common stock on a one-for-one basis.
- (3) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.

The Compensation Committee certified on 3/14/2018 the level of performance achieved for the performance-based RSUs awarded on

- (4) 4/23/2015 pursuant to the Long-Term Performance Plan for fiscal years 2015, 2016 and 2017. The award will fully vest on March 27, 2018.

The Compensation Committee certified on 3/9/2016 that the Company achieved its 2015 performance target for performance-based

- (5) 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.

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