

RUDMAN ROBERT H

Form 4

March 15, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUDMAN ROBERT H

(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)
03/14/2011

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 ____ Other (specify
below) below)

Chief Merchandising 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/14/2011		M ⁽³⁾		4,001	A	\$ 0 ⁽¹⁾	4,588	D
Common Stock	03/14/2011		F ⁽⁴⁾		1,293	D	\$ 54.03	3,295	D
Common Stock	03/15/2011		M		9,000	A	\$ 17.82	12,295	D
Common Stock	03/15/2011		S		9,000	D	\$ 53.2648 ⁽⁶⁾	3,295	D

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 (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)
Restricted Stock Unit	\$ 0 ⁽¹⁾	03/14/2011		M ⁽³⁾	4,001	03/14/2009 ⁽²⁾ 03/14/2009 ⁽²⁾	Common Stock 4,001
Stock Option (right to buy)	\$ 17.82	03/15/2011		M	9,000	03/14/2009 ⁽²⁾ 03/14/2018 ⁽⁵⁾	Common Stock 9,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RUDMAN ROBERT H 500 VOLVO PARKWAY CHESAPEAKE, VA 23320	Chief Merchandising Officer

Signatures

/s/ Shawnta Totten, attorney-in-fact for Mr. Rudman 03/15/2011

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.
- (2) Vests in three approximately equal annual installments, beginning the first anniversary of the award date, subject to continued employment.

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- (3) Portion vested at anniversary of three-year award.
- (4) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
- (5) Expires upon termination, with certain grace periods, or ten years after award, whichever is less.
- (6) Represents the weighted average price for shares sold at the range between \$53.24 and \$53.3. The filer will provide full information regarding the number of shares sold at each price upon request.

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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