#### **DOLLAR TREE INC**

Check this box

if no longer

subject to

Form 4 July 03, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations may continue.

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 See Instruction

1(b).

(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)	3. Date of Earliest Transaction	(Check an applicable)
			(Month/Day/Year)	X Director 10% Owner
500 VOLVO PARKWAY			07/01/2013	_X_ Officer (give title Other (specify below)
				Chairman of the Board
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
			Filed(Month/Day/Year)	Applicable Line)
CHESAPEA	AKE, VA 233	20		_X_ 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. 4. Securiti Transaction(A) or Dis Code (D) (Instr. 8) (Instr. 3, 4		4 and 5)  (A) or		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)	
Common Stock	06/20/2013		$G^{(1)}$ V		D D	\$ 0	1,325,678	D		
Common Stock	06/20/2013		G(1) V	31,000	D	\$0	961,172	I	Spouse	
Common Stock							0	I	2002 GRAT	
Common Stock							0	I	2008 GRAT	
Common Stock							180,200	I	2012 GRAT (JPB)	

#### Edgar Filing: DOLLAR TREE INC - Form 4

Common Stock	180,200	I	2012 GRAT (MFB)
Common Stock	488,790	Ι	Trusts (Descendants')

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 (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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date (Month/Day/Year) irred or osed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Stock Unit	\$ 0 (2)	07/01/2013		A	5,810 (3)	07/01/2014(3)	07/01/2014	Common Stock	5,810

Deletionship

## **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips						
	Director	10% Owner	Officer	Other			
BROCK MACON F JR 500 VOLVO PARKWAY CHESAPEAKE, VA 23320	X		Chairman of the Board				

## **Signatures**

/s/, Shawnta Totten, attorney-in-fact for Mr.
Brock 07/03/2013

# **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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.

Reporting Owners 2

Date

### Edgar Filing: DOLLAR TREE INC - Form 4

- (2) Convert without cost to shares of common stock on a one-for-one basis.
- (3) Vests in three approximately equal annual installments, beginning the first anniversary of the award date, subject to continued employment.

#### **Remarks:**

Disclaimer: Reporting person disclaims beneficial ownership of all indirectly held securities and this report shall not be deemed 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.