DOLLAR TREE INC

Form 4

November 12, 2014

FORM 4

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

OMB agas

Number:

OMB APPROVAL

Washington, D.C. 20549
Check this box

3235-0287 January 31,

if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average

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

burden hours per response... 0.5

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *SAUNDERS THOMAS A

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

DOLLAR TREE INC [DLTR]

(Check all applicable)

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

__X__ Director _____ Officer (give title

_____ 10% Owner le _____ Other (specify

500 VOLVO PARKWAY

07/08/2014

6. Individual or Joint/Group Filing(Check

below)

(Street)

(First)

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

Applicable Line)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

CHESAPEAKE, VA 23320

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	rities Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Cransaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)				cquired d of (D) 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	07/08/2014		M	2,054	A	\$ 9.59	2,267,792	D	
Common Stock	07/08/2014		M	2,192	A	\$ 8.9834	2,269,984	D	
Common Stock							0	I	2000 CRT
Common Stock							63,756	I	Trusts (Family)

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 (9-02)

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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)	onof Derivative		Expiration Dat	Date Exercisable and spiration Date Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 9.59	07/08/2014		M		2,054	01/01/2005	01/01/2015	Common Stock	2,054	
Stock Option (right to buy)	\$ 8.9834	07/08/2014		M		2,192	10/01/2004	10/01/2014	Common Stock	2,192	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
SAUNDERS THOMAS A							
500 VOLVO PARKWAY	X						
CHESAPEAKE, VA 23320							

Signatures

/s/ Shawnta Totten, attorney-in-fact for Mr.
Saunders

**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).

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.

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