

DOLLAR TREE INC
 Form 4
 July 08, 2015

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 *
 Sullivan Barry W

(Last) (First) (Middle)
 P.O. BOX 1017
 (Street)
 CHARLOTTE, NC 28201
 (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 07/06/2015

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)
 Executive Vice President

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)
				(A) or (D) Price			
Common Stock	07/06/2015		A	9,465 (1) (2)	A (3) 9,465	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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) On July 6, 2015, the Issuer, Dollar Tree, Inc. ("Dollar Tree") acquired the Family Dollar Stores ("Family Dollar") pursuant to the Agreement and Plan of Merger between the Issuer, Family Dollar and Dime Merger Sub, Inc. ("Merger Sub"), dated as of July 27, 2014, as amended from time to time (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Family Dollar, with Family Dollar continuing as the surviving corporation and a wholly-owned subsidiary of Dollar Tree (the "Merger").

(2) The number reported includes (i) 8,614 shares held directly by the reporting person and (ii) 851 shares underlying outstanding performance share rights awards granted under Family Dollar's 2006 Incentive Plan.

(3) Pursuant to the Merger Agreement, on July 6, 2015, the reporting person received \$59.60 in cash (the "Cash Consideration"), and 0.2484 shares of Dollar Tree common stock (the "Stock Consideration" and together with the Cash Consideration, the "Merger Consideration") for each share of Family Dollar common stock held directly by the reporting person and each share of Family Dollar common stock underlying performance share rights awards (after net share settlement for tax withholding purposes) was converted into a right to receive the Merger Consideration.

(4) Pursuant to the Merger Agreement, on July 6, 2015, the outstanding restricted stock unit award granted on October 14, 2014 under Family Dollar equity award policy, was converted into a restricted stock unit award in respect of a number of shares of Dollar Tree common stock determined by multiplying the number of shares of Family Dollar stock by the Award Exchange Ratio of 1.0000.

(5) Restricted Stock Unit granted on October 14, 2014 and will fully vest on the third anniversary of grant date.

(6) Pursuant to the Merger Agreement dated July 6, 2015, each option to purchase shares of Family Dollar common stock that was outstanding immediately prior to the Effective Time was converted into an option to purchase a number of shares of Dollar Tree common stock determined by multiplying the number of shares of Family Dollar common stock subject to such option by the Award Exchange Ratio of 1.000, at an exercise price per share determined by dividing the original per share exercise price of the option by the Award Exchange Ratio of 1.000.

(7) Each option becomes exercisable with respect to 40% of the underlying shares on the second anniversary of grant and with respect to an additional 30% on each of the third and fourth anniversaries of grant.

(8) Granted on October 4, 2011.

(9) Granted on October 9, 2012.

(10) Granted on October 15, 2013.

(11) Granted on October 14, 2014.

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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