

DOLLAR TREE INC

Form 4

April 04, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Old William A. JR

(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)
04/01/2017

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 Legal 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 Ownership (Instr. 4)
Common Stock	04/01/2017		M	(A) or (D) Amount 2,224 (1)	\$ 0 (2)	12,951	D
Common Stock	04/01/2017		F(3)	884	\$ 78.46	12,067	D
Common Stock	04/01/2017		M	(A) or (D) Amount 3,148 (1)	\$ 0 (2)	15,215	D
Common Stock	04/01/2017		F(3)	1,502	\$ 78.46	13,713	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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽²⁾	04/01/2017		M	2,224 ⁽¹⁾	04/01/2015 ⁽⁴⁾ 04/01/2015	Common Stock	2,224
Restricted Stock Unit	\$ 0 ⁽²⁾	04/01/2017		M	3,148 ⁽¹⁾	04/01/2017 ⁽⁵⁾ 04/01/2017	Common Stock	3,148

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Old William A. JR 500 VOLVO PARKWAY CHESAPEAKE, VA 23320	Chief Legal Officer

Signatures

/s/ Shawnta Totten-Medley, attorney-in-fact for William A. Old, Jr.

04/04/2017

__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) Portion vested at anniversary of three-year award.

(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.

(4) The Compensation Committee certified on 3/11/2015 that the Company achieved its 2014 performance target for performance-based restricted stock units granted on 4/1/2014 and that shares will vest in approximately three equal

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installments, beginning on the first anniversary of the award date, subject to continued employment.

(5) The award will fully vest on April 1, 2017.

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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