

DOLLAR TREE INC
Form 4
March 13, 2014

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 *
PHILBIN GARY M

(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)
03/12/2014

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)
Chief Operating Officer

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 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)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Restricted Stock Unit	\$ 0 ⁽¹⁾	03/12/2014 ⁽²⁾	A		28,820		03/22/2014	03/22/2014	Common Stock	28,8		
Restricted Stock Unit	\$ 0	03/12/2014	A ⁽³⁾		3,010		06/10/2014 ⁽⁴⁾	06/10/2014	Common Stock	3,01		
Restricted Stock Unit	\$ 0 ⁽¹⁾	03/12/2014 ⁽⁵⁾	A		5,130		04/01/2014	04/01/2014	Common Stock	5,13		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILBIN GARY M 500 VOLVO PARKWAY CHESAPEAKE, VA 23320			Chief Operating Officer	

Signatures

/s/ Shawnta Totten, attorney-in-fact for Mr. Philbin	03/13/2014
**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) The Compensation Committee certified on 3/12/2014 that the Company achieved its 2013 performance target for performance-based restricted stock units granted on 3/22/2013 and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.

(3) The Compensation Committee certified on 3/12/2014 that the Company achieved its 2013 performance target for performance-based restricted stock units granted on 6/10/2013 and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.

(4) The Compensation Committee certified on 3/12/2014 that the Company achieved its 2013 performance target for performance-based restricted stock units granted on 6/10/2013 and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.

(5) The Compensation Committee certified on 3/12/2014 the level of performance achieved for the performance-based RSUs awarded on 7/1/2011 pursuant to the 2011 Long-Term Performance Plan for fiscal years 2011, 2012 and 2013. The award will fully vest on April 1, 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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