

DOLLAR TREE STORES INC
 Form 4
 March 05, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
RUDMAN ROBERT H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 VOLVO PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Merchandising Officer

CHESAPEAKE, VA 23320

(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2007		M		20,000	A	\$ 26.2
					21,089		
Common Stock	03/01/2007		M		25,000	A	\$ 25.26
					46,089		
Common Stock	03/01/2007		M		12,500	A	\$ 24.95
					58,589		
Common Stock	03/01/2007		S		57,500	D	\$ 34.027
					1,089		<u>(1)</u>

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)

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 Acquired (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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	\$ 26.2	03/01/2007		M	20,000	05/27/2004 ⁽³⁾ 05/27/2013 ⁽⁴⁾	Common Stock	20,000
Stock Option (right to buy)	\$ 25.26	03/01/2007		M	25,000	05/10/2005 ⁽³⁾ 05/10/2014 ⁽⁴⁾	Common Stock	25,000
Stock Option (right to buy)	\$ 24.95	03/01/2007		M	12,500	06/02/2006 ⁽²⁾ 06/02/2015 ⁽⁴⁾	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RUDMAN ROBERT H
500 VOLVO PARKWAY
CHESAPEAKE, VA 23320

Chief Merchandising Officer

Signatures

/s/ Erica Robb, attorney-in-fact for Mr. Rudman

03/05/2007

__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) Average price of multiple related trades between \$33.77 and \$34.27
- (2) Vests in three approximately equal annual installments, beginning on the first anniversary of the award date, subject to continued employment. Vested in full on December 15, 2005.
- (3) Vests in 5 approximately equal annual installments beginning on the first anniversary of the award date, subject to continued employment. Vested in full on December 15, 2005.
- (4) Expires upon termination, with certain grace periods, or ten years after award, whichever is less.

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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