BROCK MACON F JR

Form 5

March 01, 2012

OMB APPROVAL FORM 5 **OMB**

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1(b).

| 1. Name and Ad BROCK MA | | rting Person * | 2. Issuer Name and Ticker or Trading Symbol DOLLAR TREE INC [DLTR] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|----------------------------|----------|----------------|---|---|--|--|--|
| (Last) 500 VOLVO | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/28/2012 | (Check all applicable) _X Director 10% Owner _X Officer (give title Other (specify below) Chairman of the Board | | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Reporting (check applicable line) | | | |

CHESAPEAKE, VAÂ 23320

X Form Filed by One Reporting Person Form Filed by More than One Reporting Person

| (City) | (State) | (Zip) 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) (A) or | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 10/13/2011 | Â | G | Amount 25,000 | (D) D | Price \$ 0 (1) | ⁴⁾ 769,208 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 0 | I | 2002 GRAT |
| Common Stock | Â | Â | Â | Â | Â | Â | 0 | I | 2008 GRAT |
| Common Stock | Â | Â | Â | Â | Â | Â | 617,186 | I | Spouse |

3235-0362

January 31,

2005

1.0

Number:

Expires:

response...

Estimated average

burden hours per

Edgar Filing: BROCK MACON F JR - Form 5

Common Stock Â Â Â Â Â Â 244,395 I Trusts (Descendants')

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 required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

Of D So B O

Is Fi

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) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Amor Unde Secur | le and unt of rlying rities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) |
|---|---|---|---|---|---------------------|--------------------|-----------------------|--|---|
| | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BROCK MACON F JR 500 VOLVO PARKWAY Â X Â Â Chairman of the Board CHESAPEAKE, VAÂ 23320

Signatures

/s/, Shawnta Totten, attorney-in-fact for Mr.
Brock 03/01/2012

**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) Gift made without consideration.

Â

Remarks:

Disclaimer: Reporting person disclaims beneficial ownership of all indirectly held securities and this re Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2