

DOLLAR TREE INC
Form 4
March 07, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
LEVINE HOWARD R

(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)
03/03/2016

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/03/2016		M		113,040	A	\$ 51.49
							209,390
Common Stock	03/03/2016		S		74,301	D	\$ 77.5759
							(1)
Common Stock	03/04/2016		S		13,612	D	\$ 78.3229
							(2)
Common Stock	03/04/2016		S		25,127	D	\$ 78.7198
							(3)

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Represents the weighted average price for shares sold at the range between \$78.51 and \$79.14. The filer will provide full information regarding the number of shares sold at each price upon request.

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

(4) 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.

(5) 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.

(6) Option granted on October 4, 2011.

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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