

DOLLAR TREE INC  
Form 4  
April 04, 2017

**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)  
**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  
 Officer (give title below)  Other (specify below)  
Enterprise President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 04/01/2017                           |  | M <sup>(1)</sup>               | 10,164  | A \$ 0 <sup>(2)</sup>   | 69,805   | D   |
| Common Stock                    | 04/01/2017                           |  | F <sup>(3)</sup>               | 4,833   | D \$ 78.46  | 64,972   | D   |
| Common Stock                    | 04/01/2017 <sup>(4)</sup>            |  | M                              | 6,297   | A \$ 0  | 71,269   | D   |
| Common Stock                    | 04/01/2017                           |  | F <sup>(3)</sup>               | 2,995   | D \$ 78.46  | 68,274   | D   |
| Common Stock                    |                                      |  |                                |   |   | 15,815   | I 2016 GRAT #2  |

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Common Stock 20,616 I 2016 GRAT #3

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    | 04/01/2017                           |  | M <sup>(1)</sup>               | 10,164  | 04/01/2015 <sup>(5)</sup> 04/01/2015                     | Common Stock  | 10,164                     |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    | 04/01/2017 <sup>(4)</sup>            |  | M                              | 6,297   | 04/01/2017 <sup>(4)</sup> 04/01/2017                     | Common Stock  | 6,297                      |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| PHILBIN GARY M<br>500 VOLVO PARKWAY<br>CHESAPEAKE, VA 23320 |               |           | Enterprise President |       |

## Signatures

/s/ Shawnta Totten-Medley, attorney-in-fact for Mr. Philbin 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.

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- (3) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
- (4) The award will fully vest on April 1, 2017.
- (5) 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 installments, beginning on the first anniversary of the award date, subject to continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space 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.