

BROCK MACON F JR
Form 4
March 28, 2012

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 *
BROCK MACON F JR

2. Issuer Name and Ticker or Trading Symbol
DOLLAR TREE 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)
03/26/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

CHESAPEAKE, VA 23320

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

(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) | 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 or Price | | |
| Common Stock | 03/26/2012 | | M | | \$ 40,000 13.3467 | D | |
| Common Stock | 03/26/2012 | | M | | \$ 60,000 16.84 | D | |
| Common Stock | 03/26/2012 | | M | | \$ 30,000 16.6333 | D | |
| Common Stock | 03/26/2012 | | S | | \$ 130,000 95.7723 (4) | D | |
| Common Stock | | | | | 0 | I | 2002 GRAT |

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| | | | |
|--------------|---------|---|-----------------------|
| Common Stock | 0 | I | 2008 GRAT |
| Common Stock | 617,186 | I | Spouse |
| Common Stock | 244,395 | I | Trusts (Descendants') |

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) | \$ 13.3467 | 03/26/2012 | | M | 40,000 | 03/24/2004 ⁽²⁾ 03/24/2013 ⁽¹⁾ | Common Stock | 40,000 |
| Stock Option (right to buy) | \$ 16.84 | 03/26/2012 | | M | 60,000 | 05/10/2005 ⁽²⁾ 05/10/2014 ⁽¹⁾ | Common Stock | 60,000 |
| Stock Option (right to buy) | \$ 16.6333 | 03/26/2012 | | M | 30,000 | 06/02/2006 ⁽³⁾ 06/02/2015 ⁽¹⁾ | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BROCK MACON F JR 500 VOLVO PARKWAY | X | | Chairman of the Board | |

CHESAPEAKE, VA 23320

Signatures

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

03/28/2012

__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) Expires upon termination, with certain grace periods, or ten years after award, whichever is less.
- (2) Vests in 5 approximately equal annual installments beginning on the first anniversary of the award date, subject to continued employment.
- (3) Vests in three approximately equal annual installments, beginning on the first anniversary of the award date, subject to continued employment.
- (4) Represents the weighted average price for shares sold at the range between \$95.63 and \$96.13. The filer will provide full information regarding the number of shares sold at each price upon request.

Remarks:

Disclaimer: Reporting person disclaims beneficial ownership of all indirectly held securities and this report shall not be deemed

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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