

RUDMAN ROBERT H  
Form 4  
April 02, 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 \*  
RUDMAN ROBERT H

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)  
04/01/2012

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Chief Merchandising Officer

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/01/2012		M <sup>(3)</sup>	7,500 A \$ 0 <sup>(2)</sup>	10,130	D	
Common Stock	04/01/2012		F <sup>(4)</sup>	3,165 D \$ 94.49	6,965	D	
Common Stock	04/01/2012		M <sup>(3)</sup>	5,288 A \$ 0 <sup>(2)</sup>	12,253	D	
Common Stock	04/01/2012		F <sup>(4)</sup>	2,232 D \$ 94.49	10,021	D	

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



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- (4) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
- (5) The Compensation Committee certified on 3/14/2012 that the Company achieved its 2011 performance target for performance-based restricted stock units granted on 4/1/2011 and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.

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