DOLLAR TREE INC

Form 4 March 13, 2014

FORM 4

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 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)

(Last)

(City)

1. Name and Address of Reporting Person * PHILBIN GARY M

(First) (Middle)

(Street)

(State)

500 VOLVO PARKWAY

CHESAPEAKE, VA 23320

2. Issuer Name and Ticker or Trading

Symbol DOLLAR TREE INC [DLTR]

3. Date of Earliest Transaction

(Month/Day/Year) 03/12/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following

Person

Reported Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

OMB APPROVAL

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January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

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

(Check all applicable)

below) Chief Operating Officer

10% Owner Other (specify

Estimated average

burden hours per

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit	\$ 0 (1)	03/12/2014(2)		A		28,820		03/22/2014	03/22/2014	Common Stock	28,8
Restricted Stock Unit	\$ 0	03/12/2014		A(3)		3,010		06/10/2014(4)	06/10/2014	Common Stock	3,01
Restricted Stock Unit	\$ 0 (1)	03/12/2014(5)		A		5,130		04/01/2014	04/01/2014	Common Stock	5,13

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PHILBIN GARY M 500 VOLVO PARKWAY CHESAPEAKE, VA 23320

Chief Operating Officer

Signatures

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

03/13/2014

**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) Convert without cost to shares of common stock on a one-for-one basis.
- The Compensation Committee certified on 3/12/2014 that the Company achieved its 2013 performance target for performanced-based (2) restricted stock units granted on 3/22/2013 and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.
- The Compensation Committee certified on 3/12/2014 that the Company achieved its 2013 performance target for performanced-based (3) restricted stock units granted on 6/10/2013 and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.
- The Compensation Committee certified on 3/12/2014 that the Company achieved its 2013 performance target for performanced-based (4) restricted stock units granted on 6/10/2013 and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.
- The Compensation Committee certified on 3/12/2014 the level of performance achieved for the performance-based RSUs awarded on 7/1/2011 pursuant to the 2011 Long-Term Performance Plan for fiscal years 2011, 2012 and 2013. The award will fully vest on April 1, 2014.

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.

Reporting Owners 2