

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2016-03-28** | Period of Report: **2016-03-27**  
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### ISSUER

#### **DOLLAR TREE INC**

CIK: **935703** | IRS No.: **541387365** | State of Incorp.: **VA** | Fiscal Year End: **0131**  
SIC: **5331** Variety stores

Mailing Address  
500 VOLVO PARKWAY  
CHESAPEAKE VA 23320

Business Address  
500 VOLVO PARKWAY  
N/A  
CHESAPEAKE VA 23320  
(757) 321-5000

### REPORTING OWNER

#### **BROCK MACON F JR**

CIK: **1008146**  
Type: **4** | Act: **34** | File No.: **000-25464** | Film No.: **161532930**

Mailing Address  
500 VOLVO PARKWAY  
CHESAPEAKE VA 23320

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>BROCK MACON F JR</b>			2. Issuer Name and Ticker or Trading Symbol <b>DOLLAR TREE INC [DLTR]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman of the Board</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/27/2016</b>			
500 VOLVO PARKWAY						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
CHESAPEAKE, VA 23320						
(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	(A) or (D)	Price			
Common Stock	03/27/2016		M		2,243 <sup>(1)</sup>	A	\$ 0 <sup>(2)</sup>	1,102,764	D	
Common Stock	03/27/2016		F <sup>(3)</sup>		813	D	\$78.52	1,101,951	D	
Common Stock								200,000	I	2015-2 GRAT (JPB)
Common Stock								200,000	I	2015-2 GRAT (MFB)
Common Stock								200,000	I	2015-3 GRAT (JPB)
Common Stock								200,000	I	2015-3 GRAT (MFB)
Common Stock								621,370	I	Spouse
Common Stock								488,790	I	Trusts (Descendants')

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Restricted Stock Unit	\$ 0 <sup>(2)</sup>	03/27/2016		<u>M</u>		2,243 <sup>(1)</sup>	03/27/2016 <sup>(4)</sup>	03/27/2016	Common Stock	2,243	<sup>(2)</sup>	4,488	D	
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**Explanation of Responses:**

1. Portion vested at anniversary of three-year award.
2. Convert without cost to shares of common stock on a one-for-one basis.
3. Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
4. Vests in three approximately equal annual installments, beginning the first anniversary of the award date, subject to continued employment.

**Signatures**

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

\*\* Signature of Reporting Person

03/28/2016

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**