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HAMILTON RAYMOND K

Form 4 April 02, 2012

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and A HAMILTON	•	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	DOLLAR TREE INC [DLTR] 3. Date of Earliest Transaction			
500 VOLVO) PARKWA	Y	(Month/Day/Year) 04/01/2012	Director 10% Owner Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person		
CHESAPEAKE, VA 23320				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I Non Doningtine Committee As			

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
0			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	04/01/2012		M(3)	4,000	A	\$ 0 (2)	6,502	D	
Common Stock	04/01/2012		F(4)	1,688	D	\$ 94.49	4,814	D	
Common Stock	04/01/2012		M(3)	2,438	A	\$ 0 (2)	7,252	D	
Common Stock	04/01/2012		F(4)	1,029	D	\$ 94.49	6,223	D	

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. Transactic Code (Instr. 8)	ctiomf Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Restricted Stock Unit	\$ 0 (2)	04/01/2012		M(3)		4,000	04/01/2012(1)	04/01/2012	Common Stock	4,000
Restricted Stock Unit	\$ 0	04/01/2012		M(3)		2,438	04/01/2012(5)	04/01/2012	Common Stock	2,438

Reporting Owners

Reporting Owner Name / Address	Relationships							
·r·	Director	10% Owner	Officer	Other				
HAMILTON RAYMOND K			Chief					
500 VOLVO PARKWAY			Information					
CHESAPEAKE, VA 23320			Officer					

Signatures

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

04/02/2012

**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).
- The Compensation Committee certified on 3/17/2010 that the company achieved its 2009 performance target for awards (1) granted on April 1, 2009 and that shares will vest in three approximately equal installments, beginning on the first anniversary of the award date, subject to continued employment.
- (2) Convert without cost to shares of common stock on a one-for-one basis.
- (3) Portion vested at anniversary of three-year award.

Reporting Owners 2

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- (4) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
- The Compensation Committee certified on 3/14/2012 that the Company achieved its 2011 performance target for performanced-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.

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.