DOLLAR TREE INC Form 4

FORM 4

July 08, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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obligations

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Sullivan Barry W Issuer Symbol DOLLAR TREE INC [DLTR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify P.O. BOX 1017 07/06/2015 below) **Executive Vice President** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHARLOTTE, NC 28201 Person (City) (State) (Zip) Table I. Non-Derivative Securities Acquired Disposed of or Reneficially Ox

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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	l (A) o	or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D))	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					()		Reported		
					(A)		Transaction(s)		
			$\alpha + w$	A	or	ъ.	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common	07/06/2015		A	9,465	Α	(3)	9,465	D	
Stock	0770072013		11	(1) (2)	11	12)	7,703	D	

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

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(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day)	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	Amount or Number of Shares	
Restricted Stock Unit	<u>(4)</u>	07/06/2015		A	2,806 (4)	<u>(5)</u>	<u>(5)</u>	Common Stock	2,806	
Stock Option (right to buy) (6)	\$ 51.49	07/06/2015		A	4,522	(7)(8)	10/04/2016	Common Stock	4,522	
Stock Option (right to buy) (6)	\$ 67.95	07/06/2015		A	11,365	(7)(9)	10/09/2017	Common Stock	11,365	
Stock Option (right to buy) (6)	\$ 68.92	07/06/2015		A	12,110	(7)(10)	10/15/2018	Common Stock	12,110	
Stock Option (right to buy) (6)	\$ 76.97	07/06/2015		A	8,225	(7)(11)	10/14/2024	Common Stock	8,225	

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Sullivan Barry W P.O. BOX 1017 CHARLOTTE, NC 28201			Executive Vice President	
Signatures				
/s/ Shawnta Totten-Medley, attorney Sullivan		fact for Mr.	07/08/2015	

Reporting Owners 2

Date

Relationships

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).
 - On July 6, 2015, the Issuer, Dollar Tree, Inc. ("Dollar Tree") acquired the Family Dollar Stores ("Family Dollar") pursuant to the Agreement and Plan of Merger between the Issuer, Family Dollar and Dime Merger Sub, Inc. ("Merger Sub"), dated as of July 27, 2014,
- (1) as amended from time to time (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Family Dollar, with Family Dollar continuing as the surviving corporation and a wholly-owned subsidiary of Dollar Tree (the "Merger").
- (2) The number reported includes (i) 8,614 shares held directly by the reporting person and (ii) 851 shares underlying outstanding performance share rights awards granted under Family Dollar's 2006 Incentive Plan.
 - Pursuant to the Merger Agreement, on July 6, 2015, the reporting person received \$59.60 in cash (the "Cash Consideration"), and 0.2484 shares of Dollar Tree common stock (the "Stock Consideration" and together with the Cash Consideration, the "Merger Consideration")
- (3) for each share of Family Dollar common stock held directly by the reporting person and each share of Family Dollar common stock underlying performance share rights awards (after net share settlement for tax withholding purposes) was converted into a right to receive the Merger Consideration.
- Pursuant to the Merger Agreement, on July 6, 2015, the outstanding restricted stock unit award granted on October 14, 2014 under (4) Family Dollar equity award policy, was coverted into a restricted stock unit award in respect of a number of shares of Dollar Tree common stock determined by multiplying the number of shares of Family Dollar stock by the Award Exchange Ratio of 1.0000.
- (5) Restricted Stock Unit granted on October 14, 2014 and will fully vest on the third anniversary of grant date.
 - Pursuant to the Merger Agreement dated July 6, 2015, each option to purchase shares of Family Dollar common stock that was outstanding immediately prior to the Effective Time was converted into an option to purchase a number of shares of Dollar Tree
- (6) common stock determined by multiplying the number of shares of Family Dollar common stock subject to such option by the Award Exchange Ratio of 1.000, at an exercise price per share determined by dividing the original per share exercise price of the option by the Award Exchange Ratio of 1.000.
- (7) Each option becomes exercisable with respect to 40% of the underlying shares on the second anniversary of grant and with respect to an additional 30% on each of the third and fourth anniversaries of grant.
- (8) Granted on October 4, 2011.
- (9) Granted on October 9, 2012.
- (10) Granted on October 15, 2013.
- (11) Granted on October 14, 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.