

DOLLAR TREE STORES INC  
 Form 4  
 March 05, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 STORES 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)  
**03/01/2007**

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

**CHESAPEAKE, VA 23320**

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	03/01/2007		M		20,000 A \$ 26.2	D	
Common Stock	03/01/2007		M		25,000 A \$ 25.26	D	
Common Stock	03/01/2007		M		12,500 A \$ 24.95	D	
Common Stock	03/01/2007		S		57,500 D \$ 34.027	D	

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

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 control number.

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. 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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	\$ 26.2	03/01/2007		M	20,000	05/27/2004 <sup>(3)</sup> 05/27/2013 <sup>(4)</sup>	Common Stock	20,000
Stock Option (right to buy)	\$ 25.26	03/01/2007		M	25,000	05/10/2005 <sup>(3)</sup> 05/10/2014 <sup>(4)</sup>	Common Stock	25,000
Stock Option (right to buy)	\$ 24.95	03/01/2007		M	12,500	06/02/2006 <sup>(2)</sup> 06/02/2015 <sup>(4)</sup>	Common Stock	12,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUDMAN ROBERT H 500 VOLVO PARKWAY CHESAPEAKE, VA 23320			Chief Merchandising Officer	

## Signatures

/s/ Erica Robb, attorney-in-fact for Mr. Rudman  
03/05/2007

\*\*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) Average price of multiple related trades between \$33.77 and \$34.27
- (2) Vests in three approximately equal annual installments, beginning on the first anniversary of the award date, subject to continued employment. Vested in full on December 15, 2005.
- (3) Vests in 5 approximately equal annual installments beginning on the first anniversary of the award date, subject to continued employment. Vested in full on December 15, 2005.
- (4) Expires upon termination, with certain grace periods, or ten years after award, whichever is less.

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.