

DOLLAR TREE INC
Form 4
May 31, 2016

FORM 4

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

OMB APPROVAL

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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 *
Sullivan Barry W

(Last) (First) (Middle)
P.O. BOX 1017
(Street)
CHARLOTTE, NC 28201
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DOLLAR TREE INC [DLTR]

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 | 05/31/2016 | | M | | 7,956 | A | \$ 67.95 |
| | | | | | | | 17,647 |
| Common Stock | 05/31/2016 | | S | | 7,638 | D | \$ 90.0503 |
| | | | | | | | (1) |
| Common Stock | 05/31/2016 | | M | | 4,844 | A | \$ 68.92 |
| | | | | | | | 14,853 |
| Common Stock | 05/31/2016 | | S | | 4,659 | D | \$ 90.0503 |
| | | | | | | | (1) |

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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)

| 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) ⁽²⁾ | \$ 67.95 | 05/31/2016 | | M | 7,956 | ⁽³⁾⁽⁴⁾ 10/09/2017 | Common Stock | 7,956 |
| Stock Option (right to buy) ⁽²⁾ | \$ 68.92 | 05/31/2016 | | M | 4,844 | ⁽³⁾⁽⁵⁾ 10/15/2018 | Common Stock | 4,844 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sullivan Barry W P.O. BOX 1017 CHARLOTTE, NC 28201 | | | Executive Vice President | |

Signatures

/s/ Shawnta Totten-Medley, attorney-in-fact for Mr. Sullivan 05/31/2016

__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)

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Represents the weighted average price for shares sold at the range between \$90.01 and \$90.10. The filer will provide full information regarding the number of shares sold at each price upon request.

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 common

(2) 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.

(3) 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.

(4) Granted on October 9, 2012.

(5) Granted on October 15, 2013.

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

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