

DOLLAR TREE INC  
Form 4  
March 11, 2016

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RUDMAN ROBERT H**

(Last) (First) (Middle)

**500 VOLVO PARKWAY**

(Street)

**CHESAPEAKE, VA 23320**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/09/2016**

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)

Chief Merchandising Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |

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  
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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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|

## Edgar Filing: DOLLAR TREE INC - Form 4

| (Instr. 3)               | Price of<br>Derivative<br>Security | (Month/Day/Year)          | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |        |     |                           |                    |                 |                                     |  |  |
|--------------------------|------------------------------------|---------------------------|------------|------------------------------------------------------------------|--------|-----|---------------------------|--------------------|-----------------|-------------------------------------|--|--|
|                          |                                    |                           | Code       | V                                                                | (A)    | (D) | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |  |  |
| Restricted<br>Stock Unit | \$ 0 <sup>(1)</sup>                | 03/09/2016 <sup>(2)</sup> | A          |                                                                  | 14,680 |     | 03/27/2016 <sup>(3)</sup> | 03/27/2016         | Common<br>Stock | 14,680                              |  |  |
| Restricted<br>Stock Unit | \$ 0 <sup>(1)</sup>                | 03/09/2016 <sup>(4)</sup> | A          |                                                                  | 4,269  |     | 04/23/2016                | 04/23/2016         | Common<br>Stock | 4,269                               |  |  |

## Reporting Owners

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

## Signatures

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

03/11/2016

**\*\*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) Convert without cost to shares of common stock on a one-for-one basis.

The Compensation Committee certified on 3/9/2016 that the Company achieved its 2015 performance target for performed-based

- (2) restricted stock units granted on 3/27/2015, and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.

The Compensation Committee certified on 3/9/2016 that the Company achieved its 2015 performance target for performed-based

- (3) restricted stock units granted on 3/27/2015, and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.

- (4) The Compensation Committee certified on 3/9/2016 the level of performance achieved for the 2015 Supplemental Grant that was awarded on 4/23/2015 pursuant to the Long-Term Performance Plan. The award will fully vest on 4/23/2016.

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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