

JEWETT JOSHUA R
Form 4
November 28, 2017

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 *
JEWETT JOSHUA R

(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)
10/14/2017

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 Information 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 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	10/14/2017		M	1,684 A \$ 0 ⁽¹⁾	6,976	D	
Common Stock	10/14/2017		F ⁽²⁾	555 D \$ 91.5	6,421	D	
Common Stock	11/28/2017		M	1,481 A \$ 76.97	7,902	D	
Common Stock	11/28/2017		M	2,089 A \$ 68.92	9,991	D	
Common Stock	11/28/2017		S	3,570 D \$ 99	6,421	D	

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

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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)	Amount or Number of Shares
Restricted Stock Unit ⁽³⁾	\$ 0 ⁽¹⁾	10/14/2017		M	1,684	10/14/2017 ⁽⁴⁾ 10/14/2017	Common Stock	1,684
Stock Option (right to buy) ⁽⁵⁾	\$ 76.97	11/28/2017		M	1,481	⁽⁶⁾ ⁽⁷⁾ 10/14/2024	Common Stock	1,481
Stock Option (right to buy) ⁽⁵⁾	\$ 68.92	11/28/2017		M	2,089	⁽⁷⁾ ⁽⁸⁾ 10/15/2018	Common Stock	2,089

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JEWETT JOSHUA R 500 VOLVO PARKWAY CHESAPEAKE, VA 23320			Chief Information Officer	

Signatures

/s/ Shawnta Totten-Medley, attorney-in-fact for Mr. Jewett 11/28/2017

__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.
- (2) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.

Pursuant to the Merger Agreement, on July 6, 2015, the outstanding restricted stock unit award granted on October 14, 2014 under Family

- (3) Dollar equity award policy, was converted 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.
- (4) 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 common
- (5) 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.
- (6) Award granted on October 14, 2014.
- (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) Award was 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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