

FOTHERGILL JAMES E
 Form 4
 April 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
FOTHERGILL JAMES E

(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)
04/01/2012

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 People 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 04/01/2012 | | M ⁽³⁾ | 4,000 A \$ 0 ⁽²⁾ | 6,712 | D | |
| Common Stock | 04/01/2012 | | F ⁽⁴⁾ | 1,408 D \$ 94.49 | 5,304 | D | |
| Common Stock | 04/01/2012 | | M ⁽³⁾ | 2,438 A \$ 0 ⁽²⁾ | 7,742 | D | |
| Common Stock | 04/01/2012 | | F ⁽⁴⁾ | 1,029 D \$ 94.49 | 6,713 | D | |

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 | \$ 0 ⁽²⁾ | 04/01/2012 | | M ⁽³⁾ | 4,000 | 04/01/2012 ⁽¹⁾ 04/01/2012 | Common Stock | 4,000 |
| Restricted Stock Unit | \$ 0 | 04/01/2012 | | M ⁽³⁾ | 2,438 | 04/01/2012 ⁽⁵⁾ 04/01/2012 | Common Stock | 2,438 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FOTHERGILL JAMES E 500 VOLVO PARKWAY CHESAPEAKE, VA 23320 | | | Chief People Officer | |

Signatures

/s/ Shawnta Totten, attorney-in-fact for Mr. Fothergill
04/02/2012
 __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) The Compensation Committee certified on 3/17/2010 that the company achieved its 2009 performance target for awards granted on April 1, 2009 and that shares will vest in three approximately equal installments, beginning on the first anniversary of the award date, subject to continued employment.
- (2) Convert without cost to shares of common stock on a one-for-one basis.
- (3) Portion vested at anniversary of three-year award.

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- (4) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
- (5) The Compensation Committee certified on 3/14/2012 that the Company achieved its 2011 performance target for performance-based restricted stock units granted on 4/1/2011 and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.

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.