

PHILBIN GARY M  
Form 4  
March 29, 2018

**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 \*  
PHILBIN GARY M

(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)  
03/27/2018

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)  
President & CEO

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 or Price   |  |                                   |
| Common Stock                    | 03/27/2018                           |  | M                              |   | 7,342 (1)   | A  | \$ 0 (2) 32,590 D                 |
| Common Stock                    | 03/27/2018                           |  | F(3)                           |   | 3,312   | D  | \$ 93.63 29,278 D                 |
| Common Stock                    | 03/27/2018                           |  | M                              |   | 7,406 (4)   | A  | \$ 0 (2) 36,684 D                 |
| Common Stock                    | 03/27/2018                           |  | F(3)                           |   | 3,341   | D  | \$ 93.63 33,343 D                 |
| Common Stock                    |                                      |  |                                |   |   |  | 3,421 I 2016 GRAT #2              |

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|              |        |   |              |
|--------------|--------|---|--------------|
| Common Stock | 9,966  | I | 2016 GRAT #3 |
| Common Stock | 44,041 | I | 2017 GRAT #2 |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    | 03/27/2018                           |  | M                              | 7,342 <sub>(1)</sub>  | 03/27/2016 <sup>(5)</sup> 03/27/2016                     | Common Stock  | 7,342                      |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    | 03/27/2018                           |  | M                              | 7,406 <sub>(4)</sub>  | 03/27/2018 03/27/2018                                    | Common Stock  | 7,406                      |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| PHILBIN GARY M<br>500 VOLVO PARKWAY<br>CHESAPEAKE, VA 23320 | X             |           | President & CEO |       |

## Signatures

/s/ Shawnta Totten-Medley, attorney-in-fact for Mr. Philbin 03/29/2018

\_\_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) Portion vested at anniversary of three-year award.
- (2) Convert without cost to shares of common stock on a one-for-one basis.
- (3) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.

The Compensation Committee certified on 3/14/2018 the level of performance achieved for the performance-based RSUs awarded on 4/23/2015 pursuant to the Long-Term Performance Plan for fiscal years 2015, 2016 and 2017. The award will fully vest on March 27, 2018.

- The Compensation Committee certified on 3/9/2016 that the Company achieved its 2015 performance target for performance-based 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.
- (5)

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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