

SAUNDERS THOMAS A
Form 4
May 31, 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 *
SAUNDERS THOMAS A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 VOLVO PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

CHESAPEAKE, VA 23320

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

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

(City) (State) (Zip)

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	05/31/2018		M		5,470	A	\$ 24.24	2,342,182	D	
Common Stock	05/31/2018		M		4,728	A	\$ 28.04	2,346,910	D	
Common Stock	05/31/2018		M		4,674	A	\$ 28.36	2,351,584	D	
Common Stock	05/31/2018		M		3,886	A	\$ 34.115	2,355,470	D	
Common Stock	05/31/2018		M		3,528	A	\$ 37.57	2,358,998	D	
Common Stock	05/31/2018		M		3,269	A	\$ 40.56	2,362,267	D	

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Common
Stock

Common
Stock

63,756

I

Trusts
(Family)

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 24.24	05/31/2018		M	5,470	10/01/2010 10/01/2020	Common Stock	5,470	
Stock Option (right to buy)	\$ 28.04	05/31/2018		M	4,728	01/01/2011 ⁽¹⁾ 01/01/2021 ⁽²⁾	Common Stock	4,728	
Stock Option (right to buy)	\$ 28.36	05/31/2018		M	4,674	04/01/2011 ⁽¹⁾ 04/01/2021 ⁽²⁾	Common Stock	4,674	
Stock Option (right to buy)	\$ 34.115	05/31/2018		M	3,886	07/01/2011 ⁽¹⁾ 07/01/2021 ⁽²⁾	Common Stock	3,886	
Stock Option (right to buy)	\$ 37.57	05/31/2018		M	3,528	10/01/2011 10/01/2021	Common Stock	3,528	
	\$ 40.56	05/31/2018		M	3,269	01/01/2013 ⁽¹⁾ 01/01/2023 ⁽²⁾		3,269	

Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAUNDERS THOMAS A 500 VOLVO PARKWAY CHESAPEAKE, VA 23320	X			

Signatures

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

05/31/2018

__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) Immediately exercisable.

(2) Expires at the earlier of one year after ceasing to be a director, with certain grace periods, or ten years after grant.

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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