WHITE STEPHEN W

Form 4

August 26, 2009

FORM 4

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

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(City)

(State)

(7:m)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WHITE STEPHEN W Issuer Symbol DOLLAR TREE INC [DLTR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 500 VOLVO PARKWAY 08/25/2009 below) below) Chief Logistics Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHESAPEAKE, VA 23320 Person

(City)	(State)	Tabl	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3, 4	sposed 4 and 5 (A) or	of (D) 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)
Common Stock	08/25/2009		Code V $M_{\underline{(3)}}$	Amount 4,167	(D)	Price \$ 27.67	6,330	D	
Common Stock	08/25/2009		M(3)	4,166	A	\$ 26.73	10,496	D	
Common Stock	08/25/2009		S(3)	10,496	D	\$ 48	0	D	

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

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number.

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. Transactio Code (Instr. 8)	5. Number omf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	-	7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Stock Option (right to buy)	\$ 27.67	08/25/2009		M(3)	4,167	03/31/2007(2)	03/31/2016(1)	Common Stock	4,16
Stock Option (right to buy)	\$ 26.73	08/25/2009		M(3)	4,166	03/14/2009(5)	03/14/2018(4)	Common Stock	4,16

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

08/26/2009

WHITE STEPHEN W 500 VOLVO PARKWAY CHESAPEAKE, VA 23320

Chief Logistics Officer

Signatures

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

**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) Expires upon termination, with certain grace periods, or ten years after award, whichever is less.
- (2) Vests in three approximately equal annual installments, beginning on the first anniversary of the award date, subject to continued employment.
- (3) 10b5-1: Transactions pursuant to preplanned trading arrangements established under SEC Rule 10b5-1(c)(1).

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- (4) Expires upon termination, with certain grace periods, or ten years after award, whichever is less.
- (5) Vests in three approximately equal annual installments, beginning 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.