

SAUNDERS THOMAS A
Form 4
May 31, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SAUNDERS THOMAS A

(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)
05/31/2018

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)

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 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
	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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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