

RUDMAN ROBERT H  
 Form 4  
 April 01, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 RUDMAN ROBERT H

(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)  
 03/30/2009

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 Merchandising 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/30/2009		M <sup>(3)</sup>	2,667 A \$ 0 <sup>(1)</sup>	2,803	D	
Common Stock	03/30/2009		F <sup>(4)</sup>	859 D \$ 44.92	1,944	D	
Common Stock	03/31/2009		M <sup>(3)</sup>	1,042 A \$ 0 <sup>(1)</sup>	2,986	D	
Common Stock	03/31/2009		F <sup>(4)</sup>	336 D \$ 44.55	2,650	D	
Common Stock	03/31/2009		M	4,167 A \$ 27.67	6,817	D	

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Common Stock	03/31/2009	S	4,167	D	\$ 45.1345 (7)	2,650	D
Common Stock	04/01/2009	S	2,514	D	\$ 43.8668 (8)	136	D

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

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SEC 1474  
(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 Security (Instr. 3 and 4)
Restricted Stock Unit	\$ 0 <sup>(1)</sup>	03/30/2009		M <sup>(3)</sup>	2,667	03/30/2009 <sup>(2)</sup> 03/30/2009 <sup>(2)</sup>	Common Stock 2,667
Restricted Stock Unit	\$ 0 <sup>(5)</sup>	03/31/2009		M <sup>(3)</sup>	1,042	03/31/2009 <sup>(2)</sup> 03/31/2009 <sup>(2)</sup>	Common Stock 1,042
Stock Option (right to buy)	\$ 27.67	03/31/2009		M	4,167	03/31/2007 <sup>(2)</sup> 03/31/2016 <sup>(6)</sup>	Common Stock 4,167

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUDMAN ROBERT H 500 VOLVO PARKWAY CHESAPEAKE, VA 23320			Chief Merchandising Officer	

## Signatures

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

04/01/2009

\_\_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) Convert without cost to shares of common stock on a one-for-one basis.
- (2) Vests in three approximately equal annual installments, beginning on the first anniversary of the award date, subject to continued employment.
- (3) Portion vested at anniversary of three-year award.
- (4) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
- (5) Convert without cost to shares of common stock on a one-for-one basis.
- (6) Expires upon termination, with certain grace periods, or ten years after award, whichever is less.
- (7) Represents the weighted average price for shares sold at a range between \$45.05 and \$45.23. The filer will provide full information regarding the number of shares sold at each price upon request.
- (8) Represents the weighted average price for shares sold at a range between \$43.835 and \$43.93. The filer will provide full information regarding the number of shares sold at each price upon request.

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.