BROCK MACON F JR

Form 4 April 01, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

Person

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person _ BROCK MACON F JR	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)	3. Date of Earliest Transaction	(
500 VOLVO PARKWAY	(Month/Day/Year) 03/31/2009	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman of the Board		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		

CHESAPEAKE, VA 23320

(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 ansaction(A) or Disposed of (D) de (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	03/31/2009		M(3)	1,667	A	\$ 0 (1)	686,272	D	
Common Stock	03/31/2009		F(4)	607	D	\$ 44.55	685,665	D	
Common Stock							0	I	2002 GRAT
Common Stock							100,000	I	2008 GRAT
Common Stock							429,766	I	Spouse

Common **Trusts** 162,930 I

Stock (Descendants')

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisab	le and Expiration	7. Title and	Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	omf Derivative	Date		Underlying	Securi
Security	or Exercise		any	Code	Securities	(Month/Day/Year	r)	(Instr. 3 and	d 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
	Derivative				(A) or				
	Security				Disposed of				
					(D)				
					(Instr. 3, 4,				
					and 5)				
									Amo
									or
						Date Exercisable	Expiration Date	Title	Nun

Code V (A) (D)

Common

of

Shar

1,6

Restricted \$ 0 (1) 1,667 03/31/2009⁽²⁾ 03/31/2009⁽²⁾ $M^{(3)}$ 03/31/2009 Stock Unit Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Director Officer Othei

BROCK MACON F JR 500 VOLVO PARKWAY X Chairman of the Board CHESAPEAKE, VA 23320

Signatures

/s/, Shawnta Totten, attorney-in-fact for Mr. 04/01/2009 **Brock**

> **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.
- Vests in three approximately equal annual installments, beginning on the first anniversary of the award date, subject to continued **(2)** employment.

Reporting Owners 2

Edgar Filing: BROCK MACON F JR - Form 4

- (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.

Remarks:

Disclaimer: Reporting person disclaims beneficial ownership of all indirectly held securities and this report shall not be deemed. 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.