DOLLAR TREE STORES INC

Form 4 June 06, 2005

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

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue.

See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

WHITE STEPHEN W

(First) (Middle)

500 VOLVO PARKWAY

(Street)

CHESAPEAKE, VA 23320

2. Issuer Name and Ticker or Trading

Symbol

DOLLAR TREE STORES INC [DLTR]

3. Date of Earliest Transaction

(Month/Day/Year) 06/02/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

Chief Logistics Officer

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ 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 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

4. Securities (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (T) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and Expiration (Month/Day/Year)

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Stock Options (Right to buy)	\$ 24.95	06/02/2005		A		12,500		06/02/2006(1)	06/02/2015(2)	Common Stock	12
Restricted Stock Units	\$ 0 (3)	06/02/2005		A		3,125		06/02/2006(4)	06/02/2006(4)	Common Stock	3,

Reporting Owners

Reporting Owner Name / Address			Relationships	
	ъ.	1000	0.00	0.1

Director 10% Owner Officer Other

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WHITE STEPHEN W 500 VOLVO PARKWAY CHESAPEAKE, VA 23320

Chief Logistics Officer

Signatures

Frederick C. Coble, attorney-in-fact

06/06/2005

**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) Stock option becomes exercisable in three approximately equal annual installments beginning on the first anniversary of the grant date, subject to continued employment.
- (2) Options expire upon termination, with certain grace periods, or ten years after grant, whichever is less
- (3) Convert without cost to shares of common stock on a one-for-one basis.
- (4) Stock award vests in three approximately equal annual installments beginning on the first anniversary of 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.

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