BROCK MACON F JR

Form 4 March 19, 2010

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

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(b).

(Last)

(City)

1. Name and Address of Reporting Person * BROCK MACON F JR

(First)

(Street)

(State)

Symbol

(Middle)

(Zip)

DOLLAR TREE INC [DLTR]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction (Month/Day/Year) 03/17/2010

500 VOLVO PARKWAY

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

_X__ Director 10% Owner X_ Officer (give title Other (specify below) Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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

CHESAPEAKE, VA 23320

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

Indirect

7. Nature of

(A) 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.

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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 Transaction of Derivative Expiration Date Code Securities

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

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code V	7	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Stock Unit	\$ 0 (1)	03/17/2010(3)		A		8,000		04/01/2010(2)	04/01/2010	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting Owner Hume / Hudress	Director	10% Owner	Officer	Other				
BROCK MACON F JR 500 VOLVO PARKWAY CHESAPEAKE, VA 23320	X		Chairman of the Board					

Signatures

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

Brock
03/19/2010

**Signature of Reporting Person

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) The Compensation Committee certified on 3/17/2010 that the company achieved its 2009 performance target for the award granted on April 1, 2009 and that shares will fully vest on April 1, 2010, provided the insider remains continuously employed through said date.
- (3) The Compensation Committee certified on 3/17/2010 that the company achieved its 2009 performance target for the award granted on April 1, 2009 and that shares will fully vest on April 1, 2010, provided the insider remains continuously employed through said date.

Remarks:

a currently valid OMB number.

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

Date

Reporting Owners 2