

WAMPLER KEVIN S

Form 4

March 16, 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 \*  
WAMPLER KEVIN S

(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)  
03/09/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

Chief Financial 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

**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)
Common Stock	03/09/2018		G <sup>(1)</sup>	V 652 D \$ 0	76,597	D	
Common Stock					17,015	I	2016 GRAT
Common Stock					32,985	I	2017 GRAT

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

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SEC 1474  
(9-02)

number.

**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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 <sup>(2)</sup>	03/14/2018 <sup>(3)</sup>		A		15,290		03/31/2018	03/31/2018	Common Stock	15,290
Restricted Stock Unit	\$ 0 <sup>(2)</sup>	03/14/2018 <sup>(4)</sup>		A		6,172		03/27/2018	03/27/2018	Common Stock	6,172

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WAMPLER KEVIN S 500 VOLVO PARKWAY CHESAPEAKE, VA 23320	Chief Financial Officer

## Signatures

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

03/16/2018

\_\_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) Gift made without consideration.

(2) Convert without cost to shares of common stock on a one-for-one basis.

The Compensation Committee certified on 3/14/2018 that the Company achieved its 2017 performance target for performance-based  
(3) restricted stock units granted on 3/31/2017, and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.

The Compensation Committee certified on 3/14/2018 the level of performance achieved for the performance-based RSUs awarded on  
(4) 4/23/2015 pursuant to the Long-Term Performance Plan for fiscal years 2015, 2016 and 2017. The award will fully vest on March 27, 2018.

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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