

DOLLAR TREE INC  
Form 4  
March 21, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
**03/18/2017**

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/18/2017		M <sup>(1)</sup>	4,998 A \$ 0 <sup>(2)</sup>	4,998	D	
Common Stock	03/18/2017		F <sup>(3)</sup>	2,382 D \$ 75.7	2,616	D	
Common Stock	03/21/2017		S <sup>(4)</sup>	2,616 D \$ 73.3909 <sup>(5)</sup>	0	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)

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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 (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)	Amount or Number of Shares
Restricted Stock Unit	\$ 0 <sup>(2)</sup>	03/18/2017		M <sup>(1)</sup>	4,998	03/18/2017 <sup>(1)</sup> 03/18/2017	Common Stock	4,998

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

RUDMAN ROBERT H  
500 VOLVO PARKWAY  
CHESAPEAKE, VA 23320

Director 10% Owner Officer Other

Chief Merchandising Officer

## Signatures

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

03/21/2017

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) Portion vested at anniversary of three-year award.

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

(3) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.

(4) 10b5-1: Transactions pursuant to preplanned trading arrangements established under SEC Rule 10b5-1(c)(1).

(5) Represents the weighted average price for shares sold at the range between \$72.99 and \$73.66. 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.

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