

FOTHERGILL JAMES E
Form 4
April 03, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FOTHERGILL JAMES E

2. Issuer Name **and** Ticker or Trading
Symbol
DOLLAR TREE STORES INC
[DLTR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
500 VOLVO PARKWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/30/2007

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief People Officer

CHESAPEAKE, VA 23320

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
____ 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 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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/31/2007		M ⁽¹⁾		1,041	A	\$ 0 ⁽²⁾
Common Stock	03/31/2007		F ⁽³⁾		336	D	\$ 38.24

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

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information contained in this form are not
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(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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy)	\$ 38.24	03/30/2007		A		12,500		03/30/2008 ⁽⁴⁾	03/30/2017 ⁽⁵⁾	Common Stock
Restricted Stock Unit	\$ 0 ⁽²⁾	03/30/2007		A		3,325		03/30/2008 ⁽⁴⁾	03/30/2008 ⁽⁴⁾	Common Stock
Restricted Stock Unit	\$ 0 ⁽²⁾	03/31/2007		M ⁽¹⁾		1,041		03/31/2007 ⁽⁴⁾	03/31/2007 ⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FOTHERGILL JAMES E 500 VOLVO PARKWAY CHESAPEAKE, VA 23320	Chief People Officer

Signatures

/s/ Erica Robb, attorney-in-fact for Mr.
Fothergill

04/03/2007

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

(5) Expires upon termination, with certain grace periods, or ten years after award, whichever is less.

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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