

DOLLAR TREE INC

Form 4

June 03, 2008

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 *
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)
06/02/2008

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 ____ Other (specify
below) below)

Chief Merchandising 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/02/2008		S		706	D	\$ 36.3482 ⁽¹⁾	2,295	D
Common Stock	06/02/2008		M		4,167	A	\$ 27.67 ⁽¹⁾	6,462	D
Common Stock	06/02/2008		S		4,167	D	\$ 36.3482 ⁽¹⁾	2,295	D
Common Stock	06/02/2008		M ⁽⁵⁾		1,042	A	\$ 0 ⁽⁶⁾	3,337	D
	06/02/2008		F ⁽⁷⁾		336	D	\$ 36.42	3,001	D

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Common
Stock

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

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	\$ 27.67	06/02/2008		M	4,167	03/31/2007 ⁽²⁾ 03/31/2016 ⁽³⁾	Common Stock	4,167
Restricted Stock Unit	\$ 0 ⁽⁴⁾	06/02/2008		M ⁽⁵⁾	1,042	06/02/2008 ⁽²⁾ 06/02/2008 ⁽²⁾	Common Stock	1,042

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUDMAN ROBERT H 500 VOLVO PARKWAY CHESAPEAKE, VA 23320			Chief Merchandising Officer	

Signatures

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

06/03/2008

 **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) Average price of multiple related transactions. Detail is included in Exhibit 99 of this Form 4.
- (2) Vests in three approximately equal annual installments, beginning on the first anniversary of the award date, subject to continued employment.
- (3) Expires upon termination, with certain grace periods, or ten years after award, whichever is less.
- (4) Convert without cost to shares of common stock on a one-for-one basis.
- (5) Portion vested at anniversary of three-year award.
- (6) Convert without cost to shares of common stock on a one-for-one basis.
- (7) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.

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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