WAMPLER KEVIN S

Form 4

February 01, 2011

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Add WAMPLER K	•	ng Person *	2. Issuer Name and Ticker or Trading Symbol DOLLAR TREE INC [DLTR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
500 VOLVO PARKWAY			(Month/Day/Year) 01/29/2011	Director 10% Owner Officer (give title Other (specify below) Chief Financial Officer		
(Street) CHESAPEAKE, VA 23320			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	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							y Owned
Se	Title of ecurity nstr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ecution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			of (D)	5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
	ommon tock	01/29/2011		M	22,500	A	\$0(1)	32,532	D	
	ommon tock	01/29/2011		F(3)	8,287	D	\$ 50.99	24,245	D	
	ommon tock	01/30/2011		M(5)	7,500	A	\$ 0 (1)	31,745	D	
	ommon tock	01/30/2011		F(3)	2,474	D	\$ 50.99	29,271	D	

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

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(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)	4. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Restricted Stock Unit	\$ 0 (1)	01/29/2011	M	22,500	01/29/2011(2)	01/29/2011	Common Stock	22
Restricted Stock Unit	\$ 0 (1)	01/30/2011	M(5)	7,500	01/30/2011(4)	01/30/2011(4)	Common Stock	7

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, attorney-in-fact for Mr. Wampler

02/01/2011

**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) Convert without cost to shares of common stock on a one-for-one basis.
- The Compensation Committee certified on 3/17/2010 that the company achieved its 2009 performance target for the award granted on (2) February 13, 2009 and that shares will fully vest at the end of fiscal 2010, provided the insider remains continuously employed through said date.
- (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 the first anniversary of the award date, subject to continued employment.

Reporting Owners 2

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(5) Portion vested at anniversary of three-year award.

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 a currently valid OMB number.