

RUDMAN ROBERT H
 Form 4
 April 01, 2009

FORM 4

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

OMB APPROVAL

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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)
03/30/2009

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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/30/2009 | | M ⁽³⁾ | | 2,667 | A | \$ 0 ⁽¹⁾ | 2,803 | D | |
| Common Stock | 03/30/2009 | | F ⁽⁴⁾ | | 859 | D | \$ 44.92 | 1,944 | D | |
| Common Stock | 03/31/2009 | | M ⁽³⁾ | | 1,042 | A | \$ 0 ⁽¹⁾ | 2,986 | D | |
| Common Stock | 03/31/2009 | | F ⁽⁴⁾ | | 336 | D | \$ 44.55 | 2,650 | D | |
| Common Stock | 03/31/2009 | | M | | 4,167 | A | \$ 27.67 | 6,817 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------------------|-------|---|
| Common Stock | 03/31/2009 | S | 4,167 | D | \$ 45.1345 (7) | 2,650 | D |
| Common Stock | 04/01/2009 | S | 2,514 | D | \$ 43.8668 (8) | 136 | D |

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

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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 (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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Restricted Stock Unit | \$ 0 ⁽¹⁾ | 03/30/2009 | | M ⁽³⁾ | 2,667 | 03/30/2009 ⁽²⁾ 03/30/2009 ⁽²⁾ | Common Stock 2,667 |
| Restricted Stock Unit | \$ 0 ⁽⁵⁾ | 03/31/2009 | | M ⁽³⁾ | 1,042 | 03/31/2009 ⁽²⁾ 03/31/2009 ⁽²⁾ | Common Stock 1,042 |
| Stock Option (right to buy) | \$ 27.67 | 03/31/2009 | | M | 4,167 | 03/31/2007 ⁽²⁾ 03/31/2016 ⁽⁶⁾ | Common Stock 4,167 |

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

04/01/2009

__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.
- (2) Vests in three approximately equal annual installments, beginning on the first anniversary of the award date, subject to continued employment.
- (3) Portion vested at anniversary of three-year award.
- (4) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
- (5) Convert without cost to shares of common stock on a one-for-one basis.
- (6) Expires upon termination, with certain grace periods, or ten years after award, whichever is less.
- (7) Represents the weighted average price for shares sold at a range between \$45.05 and \$45.23. The filer will provide full information regarding the number of shares sold at each price upon request.
- (8) Represents the weighted average price for shares sold at a range between \$43.835 and \$43.93. 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. 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.