Edgar Filing: DOLLAR TREE INC - Form 4

DOLLAR ' Form 4	TREE INC											
August 31,	2009											
FOR	VI 4 UNITED	STATES S	SECU	RITIES	AND E	хсн	ANGE C	OMMISSION	-	APPROVAL		
1				ashingto					OMB Number:	3235-0287		
Check this box if no longer			CILA					Expires:	January 31, 2005			
subject Section Form 4	to SIAIE 16.	TATEMENT OF CHANGES IN BENEFICIAL OWNERSHI SECURITIES								d average ours per 0.5		
Form 5 obligat may co <i>See</i> Ins 1(b).	ions Section 17	(a) of the P	ublic I	Utility Ho	olding C	ompa	•	e Act of 1934, 1935 or Sectio 0	n			
(Print or Type	e Responses)											
			2. Issuer Name and Ticker or Trading Symbol DOLLAR TREE INC [DLTR]					5. Relationship of Reporting Person(s) to Issuer				
				Of Earliest			KJ	(Check all applicable)				
. ,	O PARKWAY	(/Day/Year)		511		X Director X Officer (give below) Chair		0% Owner other (specify oard		
	(Street)	1		nendment, l onth/Day/Ye	-	nal		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N	One Reporting	Person		
CHESAPE	EAKE, VA 23320							Person		Reporting		
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivati	ve Sec	urities Acq	uired, Disposed o	f, or Benefic	ially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			onor Dispo (Instr. 3,	sed of 4 and (A) or	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)			
Common					Amount	(D)	Price \$					
Stock	08/27/2009			S	7,000	D	50.6871 (1)	628,665	D			
Common Stock								0	I	2002 GRAT		
Common Stock								0	Ι	2008 GRAT		
Common Stock								429,766	Ι	Spouse		
Common Stock								162,930	I	Trusts (Descendants')		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	TC ¹ 1	or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
Treporting of their trainer trainers	Director	10% Owner	Officer	Other				
BROCK MACON F JR 500 VOLVO PARKWAY CHESAPEAKE, VA 23320	Х		Chairman of the Board					
Signatures								
/s/. Shawnta Totten, attorney-ir	n-fact for	Mr.						

Brock <u>**</u>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) Represents the weighted average price for shares sold at a range between \$50.68 and \$50.69. The filer will provide full information regarding the number of shares sold at each price upon request.

Remarks:

Disclaimer: Reporting person disclaims beneficial ownership of all indirectly held securities and this report shall not be deeme

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.