

SAUNDERS THOMAS A
Form 4
March 20, 2018

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 *
SAUNDERS THOMAS A

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)
500 VOLVO PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

CHESAPEAKE, VA 23320

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 (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	03/07/2018		M	4,466 A \$ 19.9267	2,325,392	D	
Common Stock	03/07/2018		M	6,260 A \$ 21.175	2,331,652	D	
Common Stock	03/07/2018		M	2,476 A \$ 70.38	2,334,128	D	
Common Stock	03/07/2018		M	2,584 A \$ 67.44	2,336,712	D	
Common Stock					63,756	I	Trusts (Family)

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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 Acquired (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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	\$ 19.9267	03/07/2018		M	4,466	04/01/2010 ⁽¹⁾ 04/01/2020 ⁽²⁾	Common Stock	4,466
Stock Option (right to buy)	\$ 21.175	03/07/2018		M	6,260	07/01/2010 07/01/2020	Common Stock	6,260
Stock Option (right to buy)	\$ 70.38	03/07/2018		M	2,476	01/01/2015 ⁽³⁾ 01/01/2025 ⁽²⁾	Common Stock	2,476
Stock Option (right to buy)	\$ 67.44	03/07/2018		M	2,584	10/01/2015 ⁽¹⁾ 10/01/2025 ⁽²⁾	Common Stock	2,584

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAUNDERS THOMAS A 500 VOLVO PARKWAY CHESAPEAKE, VA 23320		X		

Signatures

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

03/20/2018

__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) Immediately exercisable.
- (2) Expires at the earlier of one year after ceasing to be a director, with certain grace periods, or ten years after grant.
- (3) Immediately exercisable.

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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