

DOLLAR TREE INC
Form 4
April 01, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mallas Kathleen E

(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)
03/30/2008

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)
VP Controller

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/30/2008		M ⁽³⁾		525	A	\$ 0 ⁽⁴⁾	1,904	D
Common Stock	03/30/2008		F ⁽⁵⁾		170	D	\$ 27	1,734	D
Common Stock	03/31/2008		M ⁽³⁾		521	A	\$ 0 ⁽⁴⁾	2,255	D
Common Stock	03/31/2008		F ⁽⁵⁾		168	D	\$ 27.59	2,087	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)	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
Restricted Stock Unit	\$ 0 ⁽²⁾	03/30/2008		M ⁽³⁾	525	03/30/2008 ⁽¹⁾ 03/30/2008 ⁽¹⁾	Common Stock	525
Restricted Stock Unit	\$ 0 ⁽²⁾	03/31/2008		M ⁽³⁾	521	03/31/2008 ⁽¹⁾ 03/31/2008 ⁽¹⁾	Common Stock	521

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mallas Kathleen E 500 VOLVO PARKWAY CHESAPEAKE, VA 23320			VP Controller	

Signatures

/s/ Shawnta S. Totten, attorney-in fact for Ms. Mallas 04/01/2008

__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) Vests in three approximately equal annual installments, beginning on the first anniversary of the award date, subject to continued employment.

(2) Convert without cost to shares of common stock on a one-for-one basis.

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

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- (4) Convert without cost to shares of common stock on a one-for-one basis.
- (5) 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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