WAMPLER KEVIN S

Check this box

if no longer

subject to

Form 4

January 31, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

Section 16. Form 4 or Form 5 obligations may continue.

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

1(b).

(C:tr.)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** WAMPLER KEVIN S			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	, and the same of		
500 VOLVO PARKWAY			(Month/Day/Year) 01/30/2012	Director 10% OwnerX Officer (give title Other (specify below) Chief Financial Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CHESAPEA	KE, VA 2332	20	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Table Table	e I - Non-l	Derivative	Securi	ities Acqı	iired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D) 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 Stock	11/30/2011		Code V	1 11110 4111	(D)	Price \$ 0 (1)	37,191	D	
Common Stock	01/30/2012		M(4)	7,500	A	\$ 0 (2)	44,691	D	
Common Stock	01/30/2012		F(5)	2,452	D	\$ 84.96	42,239	D	

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

(7:n)

(Ctota)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

Edgar Filing: WAMPLER KEVIN S - Form 4

number.

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. Transaction Code (Instr. 8)	5. Number opportunities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	•	7. Title and Underlying (Instr. 3 and	Securi
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar

 $M^{(4)}$

Reporting Owners

\$ 0 (2)

Conorting Owner Name / Address	Relationships

01/30/2012

10% Owner Officer Other Director

WAMPLER KEVIN S 500 VOLVO PARKWAY CHESAPEAKE, VA 23320

Chief Financial Officer

Common

Stock

 $7,500 \quad 01/30/2012^{\underline{(3)}} \quad 01/30/2012^{\underline{(3)}}$

Signatures

Restricted

Stock Unit

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

01/31/2012

**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) Gift made without consideration.
- (2) Convert without cost to shares of common stock on a one-for-one basis.
- Vests in three approximately equal annual installments, beginning the first anniversary of the award date, subject to continued **(3)** employment.
- (4) Portion vested at anniversary of three-year award.
- (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. 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.

Reporting Owners 2