

Witynski Michael A.
Form 4
March 16, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Witynski Michael A.

(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)
03/14/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President & COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(D)	Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽¹⁾	03/14/2018 ⁽²⁾	A		10,195		03/31/2018	03/31/2018	Common Stock	10,195
Restricted Stock Unit	\$ 0 ⁽¹⁾	03/14/2018 ⁽³⁾	A		1,302		03/27/2018	03/27/2018	Common Stock	1,302
Restricted Stock Unit	\$ 0 ⁽¹⁾	03/14/2018 ⁽⁴⁾	A		2,785		07/28/2018	07/28/2018	Common Stock	2,785

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Witynski Michael A. 500 VOLVO PARKWAY CHESAPEAKE, VA 23320	President & COO

Signatures

/s/ Shawnta Totten-Medley, attorney-in-fact for Mr. Witynski 03/16/2018

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

The Compensation Committee certified on 3/14/2018 that the Company achieved its 2017 performance target for performance-based restricted stock units granted on 3/31/2017, and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.

(3) The Compensation Committee certified on 3/14/2018 the level of performance achieved for the performance-based RSUs awarded on 4/23/2015 pursuant to the Long-Term Performance Plan for fiscal years 2015, 2016 and 2017. The award will fully vest on March 27, 2018.

(4) The Compensation Committee certified on 3/14/2018 that the Company achieved its fiscal 2017 performance target for performance-based restricted stock units granted on 7/28/2017, and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.

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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