

DOLLAR TREE INC  
Form 4  
December 18, 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 \*  
**BROCK MACON F JR**

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)  
**12/17/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman of the Board**

**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                    | 12/04/2008                           |  | G                              | V 2,000 D <u>(1)</u>  | 579,766   | I  | Spouse  |
| Common Stock                    | 12/17/2008                           |  | S <sup>(2)</sup>               | 20,000 D \$ 44  | 202,930   | I  | Trusts (Descendants')                                 |
| Common Stock                    | 12/17/2008                           |  | S <sup>(2)</sup>               | 105,152 D \$ 44   | 829,453   | D  |   |
| Common Stock                    | 12/17/2008                           |  | S <sup>(2)</sup>               | 98,095 D \$ 44 <sup>(3)</sup>                                     | 481,671   | I  | Spouse  |
| Common Stock                    | 12/18/2008                           |  | S <sup>(2)</sup>               | 5,908 D \$ 44.0103 <sup>(3)</sup>                                 | 823,545   | D  |   |

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|              |            |  |                  |       |   |                      |         |   |           |
|--------------|------------|--|------------------|-------|---|----------------------|---------|---|-----------|
| Common Stock | 12/18/2008 |  | S <sup>(2)</sup> | 6,000 | D | \$<br>44.1063<br>(3) | 475,671 | I | Spouse    |
| Common Stock |            |  |                  |       |   |                      | 0       | I | 2002 GRAT |
| Common Stock |            |  |                  |       |   |                      | 100,000 | I | 2008 GRAT |

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.**

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| BROCK MACON F JR<br>500 VOLVO PARKWAY<br>CHESAPEAKE, VA 23320 | X             |           | Chairman of the Board |       |

## Signatures

/s/, Shawnta Totten, attorney-in-fact for Mr. Brock  
12/18/2008

\_\_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) Gift made without consideration.
- (2) 10b5-1: Transactions pursuant to preplanned trading arrangements established under SEC Rule 10b5-1(c)(1).
- (3) Average price of multiple related transactions. Detail is included in Exhibit 99 of this Form 4.

### Remarks:

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

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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