BROCK MACON F JR

Form 4

February 04, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

Estimated average

burden hours per 0.5 response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Add BROCK MAG		ing Person *	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) (Mi		(Middle)	3. Date of Earliest Transaction	(Shook an approache)			
500 VOLVO	PARKWAY	•	(Month/Day/Year) 02/03/2009	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman of the Board			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CHESAPEAR	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)	(Zip) Ta	ble I - Non	-Derivative	Secui	ities Acq	uired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie or Dispose (Instr. 3, 4	d of (I))	Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	02/03/2009		S <u>(1)</u>	5,000	D	\$ 44.25 (1)	192,930	I	Trusts (Descendants')
Common Stock	02/03/2009		S <u>(1)</u>	110,762	D	\$ 44 (1) (2)	684,605	D	
Common Stock							0	I	2002 GRAT
Common Stock							100,000	I	2008 GRAT
Common Stock							429,766	I	Spouse

Edgar Filing: BROCK MACON F JR - Form 4

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Ni Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	;		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
				Date	Expiration		or			
							*		Number	
				~					of	
				Code \	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
Kebbi ting Owner Maine / Audress	

Director 10% Owner Officer Other

BROCK MACON F JR 500 VOLVO PARKWAY

X Chairman of the Board

CHESAPEAKE, VA 23320

Signatures

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

02/04/2009

**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)** 10b5-1: Transactions pursuant to preplanned trading arrangements established under SEC Rule 10b5-1(c)(1).
- Represents the average weighted price for shares sold at a range between \$44.00 and \$44.01. The filer will provide full information **(2)** regarding the number of shares sold at each price upon request.

Remarks:

Disclaimer: Reporting person disclaims beneficial ownership of all indirectly held securities and this report shall not be deeme Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: BROCK MACON F JR - Form 4

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.