SASSER BOB Form 4 March 18, 2008

FORM 4

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

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005 Estimated average

0.5

burden hours per response...

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

obligations

may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SASSER BOB

(Last)

2. Issuer Name and Ticker or Trading

Symbol

DOLLAR TREE STORES INC

[DLTR]

Issuer

(Check all applicable)

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

03/14/2008

_X__ Director 10% Owner Other (specify X_ Officer (give title

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

below) below) Chief Executive Officer

500 VOLVO PARKWAY

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHESAPEAKE, VA 23320

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and Expiration (Month/Day/Year)

7. Title and Amo Underlying Secu (Instr. 3 and 4)

Edgar Filing: SASSER BOB - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	Í	or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Stock Option (right to buy)	\$ 26.73	03/14/2008		A		64,000		03/14/2009(1)	03/14/2018(2)	Common Stock	64
Restricted Stock Unit	\$ 0 (3)	03/14/2008		A		28,500		03/14/2009(1)	03/14/2009(1)	Common Stock	28

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SASSER BOB 500 VOLVO PARKWAY CHESAPEAKE, VA 23320	X		Chief Executive Officer				

Signatures

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

03/18/2008

**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) Vests in three approximately equal annual installments, beginning the first anniversary of the award date, subject to continued employment.
- (2) Expires upon termination, with certain grace periods, or ten years after award, whichever is less.
- (3) Convert without cost to shares of common stock on a one-for-one basis.

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