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DOLLAR TREE	INC									
Form 4										
March 11, 2016										
FORM 4									PPROVAL	
CURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							NOMB Number:	3235-0287		
Check this box		OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires:	January 31,		
if no longer subject to Section 16. Form 4 or	AENT OF						Estimated burden hou	Estimated average burden hours per		
Form 5 obligations may continue. See Instruction 1(b).	Section 17(a) of the H	Public U	Itility Hol	ding Co		inge Act of 1934, t of 1935 or Section 1940	response on	. 0.5	
(Print or Type Respo	nses)									
1. Name and Address of Reporting Person <u>*</u> Maxwell Gary			2. Issuer Name and Ticker or Trading Symbol DOLLAR TREE INC [DLTR]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1	Middle)	3 Date of	of Earliest T	ransactio	ı	(Check all applicable)			
500 VOLVO PARKWAY			(Month/Day/Year) 03/09/2016			Director 10% Owner X Officer (give title Other (specify below) below) Chief Supply Chain Officer				
(Street)		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
CHESAPEAKE	VA 23320			onth/Day/Yea	-		Applicable Line) _X_ Form filed by		erson	
(City)	(State)	(Zip)	T - 1	1. T. N		G	· · · · · D' · · · · · ·	. C		
1.Title of 2. Tra	ansaction Date	2A. Deeme	ed	3.	4. Secur	ities		6. Ownership	7. Nature of	
Security (Month/Day/Year) Execution (Instr. 3) any (Month/Day)		Code Disposed of (D) ay/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or		d of (D) (4 and 5) (A) or	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)			
Reminder: Report or	a separate line	e for each cla	ass of sec	urities bene	-	-	-			
					infor requ	mation con ired to resp lays a curre	spond to the colle tained in this form ond unless the fo ently valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year) ve		(Instr. 8)	(A) or Dispos (D) (Instr.	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code N	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Restricted Stock Unit	\$ O	03/09/2016		A <u>(1)</u>	2,664	Ļ	11/27/2016 <u>(2)</u>	11/27/2016	Common Stock	2,664

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other
Maxwell Gary 500 VOLVO PARKWAY CHESAPEAKE, VA 23320			Chief Supply Chain Officer	
Signatures				
/s/ Shawnta Totten-Medly, attor Maxwell	03/11/2016			

**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).

The Compensation Committee certified on 3/9/2016 that the Company achieved its 2015 performance target for performanced-based
 (1) restricted stock units granted on 11/27/2015, and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.

The Compensation Committee certified on 3/9/2016 that the Company achieved its 2015 performance target for performanced-based
 (2) restricted stock units granted on 11/27/2015, 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. 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.