

(Print or Type Responses)

1. Name and Address of Reporting Person *
Old William A. JR

(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)
03/18/2019

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)

Chief Legal Officer

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	(A) or (D)	Price		
Common Stock	03/18/2019		M		2,915 (1)	A	\$ 0 (2)	11,875	D
Common Stock	03/18/2019		F (3)		872	D	\$ 101.03	11,003	D
Common Stock	03/18/2019		M		2,439 (4)	A	\$ 0 (2)	13,442	D
Common Stock	03/18/2019		F (3)		735	D	\$ 101.03	12,707	D

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.

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 (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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$ 0 (2)	03/18/2019		M	2,915 (1)	03/18/2017 (1)	03/18/2017	Common Stock	2,915	(2)	0	D	
Restricted Stock Unit	\$ 0 (2)	03/18/2019		M	2,439 (4)	03/18/2019	03/18/2019	Common Stock	2,439	(2)	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Old William A. JR 500 VOLVO PARKWAY CHESAPEAKE, VA 23320			Chief Legal Officer	

Signatures

/s/ Shawnta Totten-Medley, attorney-in-fact for William A. Old, Jr.

03/20/2019

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) Portion vested at anniversary of three-year award.
- (2) Convert without cost to shares of common stock on a one-for-one basis.
- (3) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
- (4) Award fully vest at third anniversary of the grant date.

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.