

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* PHILBIN GARY M		2. Issuer Name and Ticker or Trading Symbol DOLLAR TREE, INC. [DLTR]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/11/2020		
500 VOLVO PARKWAY			4. If Amendment, Date Original Filed(Month/Day/Year)		
(Street)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
CHESAPEAKE, VA 23320					
(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			

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	\$ 0 (1)	03/11/2020(2)		A		818		03/31/2020	03/31/2020	Common Stock	818	\$ 0	818	D	
Restricted Stock Unit	\$ 0 (1)	03/11/2020(3)		A		57,250		04/01/2020	04/01/2020	Common Stock	57,250	\$ 0	57,250	D	
Restricted Stock Unit	\$ 0 (1)	03/11/2020(4)		A		3,073		03/31/2020	03/31/2020	Common Stock	3,073	\$ 0	3,073	D	

Reporting Owners

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

Signatures

/s/ Shawnta Totten-Medley, attorney-in-fact for Mr. Philbin		03/13/2020
**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) Convert without cost to shares of common stock on a one-for-one basis.
- (2) The Compensation Committee certified on 3/11/2020 the level of performance achieved for the performance-based RSUs awarded on 9/18/2017 pursuant to the Long-Term Performance Plan for fiscal years 2018 and 2019. The award will fully vest on March 31, 2020.
- (3) The Compensation Committee certified on 3/11/2020 that the Company achieved its 2019 performance target for the performance stock units granted on 4/1/2019, and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.
- (4) The Compensation Committee certified on 3/11/2020 the level of performance achieved for the performance-based RSUs awarded on 3/31/2017 pursuant to the Long-Term Performance Plan for fiscal years 2017, 2018 and 2019. The award will fully vest on March 31, 2020.

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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