

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person* ZEITHAML CARL P			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 type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2020			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		
500 VOLVO PARKWAY			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) 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.

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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
Phantom Stock	(1)	07/01/2020		A	(2)	313.20		(3)	(4)	Common Stock	313.20	\$ 93.39	313.20	D	
Phantom Stock	(5)	07/01/2020		A	(6)	803.08		(7)	(8)	Common Stock	803.08	\$ 93.39	803.08	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZEITHAML CARL P 500 VOLVO PARKWAY CHESAPEAKE, VA 23320	X			

Signatures

/s/ Shawnta Totten-Medley, attorney-in-fact for Mr. Zeithaml	07/02/2020
**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) Each share of phantom stock represents the right to receive one share of Dollar Tree common stock, and cash for any fractional shares.
- (2) Represents deferral of director fees under the 2013 Director Deferred Compensation Plan.

- (3) Shares of phantom stock are payable in common stock following the earlier of the director's separation from the Board or the specified date of distribution pursuant to director's deferral election.
- (4) Shares of phantom stock are payable in common stock following the earlier of the director's separation from the Board or the specified date of distribution pursuant to director's deferral election.
- (5) Each share of phantom stock represents the right to receive one share of Dollar Tree common stock, and cash for any fractional shares.
- (6) Represents deferral of director fees under the 2013 Director Deferred Compensation Plan. Shares pursuant to the deferral are granted from the Issuer's shareholder approved Omnibus Incentive Plan.
- (7) Shares of phantom stock are payable in common stock following the earlier of the director's separation from the Board or the specified date of distribution pursuant to director's deferral election.
- (8) Shares of phantom stock are payable in common stock following the earlier of the director's separation from the Board or the specified date of distribution pursuant to director's deferral election.

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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