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SASSER BOB Form 4										
March 20, 2009										
FORM 4			GEGU	DITIEC					PPROVAL	
Washington, D.C. 20549									3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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								January 31, 2005 average urs per . 0.5	
(Print or Type Respon	ses)									
1. Name and Address of Reporting Person <u>*</u> SASSER BOB			2. Issuer Name and Ticker or Trading Symbol DOLLAR TREE INC [DLTR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (H	First) (1	Middle)	3. Date of	of Earliest T	ransaction		(Check an applicable)			
500 VOLVO PARKWAY			(Month/Day/Year) 03/18/2009			X Director 10% Owner X Officer (give title Other (specify below) below) Chief Executive Officer				
(S	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
CHESAPEAKE,		(7.)					Person			
(City) (S	state)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	isaction Date h/Day/Year)	Execution any	Date, if	Code (Instr. 8)		(A) or of (D)	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)	
Reminder: Report on a	a separate line	for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly			
	a separate nit				Perso inforn requir	ns who res nation con red to resp nys a curre	spond to the colle tained in this form ond unless the fo ntly 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 of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securitie
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)	(Instr. 8	Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit	\$ 0 <u>(1)</u>	03/18/2009(3)		А		34,000		02/14/2010(2)	02/14/2010	Common Stock	34,0

Reporting Owners

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

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

Date

03/20/2009

Explanation of Responses:

**Signature of Reporting Person

* 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 3/18/2009 that the company achieved its performance target for fiscal 2008 and that shares will fully vest on February 14, 2010 provided the insider remains continuously employed with the company through said date.

The Compensation Committee certified on 3/18/2009 that the company achieved its 2008 performance target for awards granted on (3) 2/15/2008 and that shares will fully vest on February 14, 2010 provided the insider remains continuously employed with the company

through said 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.