



Dollar Tree, Inc.


DLTR NASDAQ

Retail - Discount Stores

Market Capitalization USD:

\$9,167.90 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Bob Sasser

Age: 60

CEO Since: 2004

	2009	2010	2011
Base Salary	\$850,000	\$971,154	\$1,080,769
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,650,063	\$1,948,750	\$1,813,020
Benefits and Perquisites	\$49,972	\$58,236	\$56,769
TOTAL ANNUAL COMPENSATION	\$2,550,035	\$2,978,140	\$2,950,558
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$2,178,000	\$2,985,500	\$3,193,858
TOTAL COMPENSATION	\$4,728,035	\$5,963,640	\$6,144,416
Median of Other Named Executive Officers Total Compensation	\$1,616,023	\$1,805,899	\$1,917,124
Value Realized on Exercise of Stock Option	\$912,606	\$2,115,483	\$0
Value Realized on Vesting of Stock	\$929,610	\$3,741,733	\$3,570,984
TOTAL REALIZED EQUITY COMPENSATION	\$1,842,216	\$5,857,216	\$3,570,984

Proxy Date: 11 May 2012

Annual Meeting Date: 14 Jun 2012

Equity Reserves: 10.91%

Stock Option Run Rate: 0.01%

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Performance Comparison

■ S&P500 ■ Industry ■ DLTR



Peer Comparisons (TRBC) = Cyclical Consumer Goods / Services

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DLTR	Dollar Tree, Inc.	\$4,728,035	\$5,963,640	\$6,144,416	\$9,167,896,846
JWN	Nordstrom, Inc.	\$4,340,209	\$5,951,085	\$5,995,829	\$9,712,040,605
OMC	Omnicom Group Inc.	\$7,884,598	\$10,768,846	\$15,420,537	\$10,295,785,320
ORLY	O'Reilly Automotive, Inc.	\$3,541,095	\$4,896,696	\$3,696,252	\$9,057,934,394
GME	GameStop Corp.	\$4,313,153	\$5,271,951		\$3,212,719,540
HST	Host Hotels & Resorts, Inc.	\$4,632,913	\$7,538,424	\$9,920,909	\$7,725,197,921
MGM	MGM Resorts International	\$13,752,443	\$9,775,903	\$9,933,557	\$4,539,436,522

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Advance Auto Parts Inc., GameStop Corp., AutoZone Inc., O'Reilly Automotive Inc., Big Lots Inc., RadioShack Corp., Dick's Sporting Goods, Inc., Ross Stores Inc., Dollar General Corp., Starbucks Corp., Family Dollar Stores Inc., Wendy's/Arby's Group Inc., Foot Locker Inc., Yum! Brands Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Arnold S. Barron	Chairman	64	Male	4	Outside
Carl P. Zeithaml	Member	62	Male	5	Outside
H. Rav Compton	Member	69	Male	26	Outside Related

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