

10-Q/A  
ADMENDMENT NO. 1

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

(Mark One)

Quarterly report pursuant to Section 13 or 15 (d) of the  
Securities Exchange Act of 1934  
For the quarterly period ended March 31, 2002

Transition report pursuant to Section 13 or 15 (d) of the Securities  
Exchange Act of 1934

Commission File Number: 0-25464

DOLLAR TREE STORES, INC.  
(Exact name of registrant as specified in its charter)

Virginia 54-1387365  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

500 Volvo Parkway  
Chesapeake, Virginia 23320  
(Address of principal executive offices)

Telephone Number (757) 321-5000  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports  
required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports), and (2) has been subject to such  
filing requirements for the past 90 days:

Yes  No

As of May 9, 2002, there were 113,622,890 shares of the Registrant's Common  
Stock outstanding.

CORRECTION OF CLERICAL ERROR IN ITEM 2, MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We incorporate by reference herein Item 2. Management's Discussion and  
Analysis of Financial Condition and Results of Operations for the Registrant's  
Report on Form 10-Q for the quarterly period ended March 31, 2002 as filed with  
the Commission, except for the second paragraph of "Results of Operations: The  
Three Months Ended March 31, 2002 Compared To The Three Months Ended March 31,  
2001," in which a clerical error was made regarding the number of stores opened  
and closed in the first quarter of 2001. The sentence in the second paragraph  
containing the clerical error read "We opened 66 stores, expanded 29 stores and  
closed 10 stores in the first quarter of 2002, compared to 49 stores opened, 31  
stores expanded, and 6 stores closed in the first quarter of 2001." The  
corrected sentence appears below:

Results of Operations

The Three Months Ended March 31, 2002 Compared To The Three Months Ended  
March 31, 2001

\* \* \* \*

At March 31, 2002, we operated 2,031 stores with 10.7 million selling  
square feet compared to 1,781 stores with 8.3 million selling square feet for  
the same period in 2001. We opened 66 stores, expanded 29 stores and closed 10  
stores in the first quarter of 2002, compared to 60 stores opened, 31 stores  
expanded, and 8 stores closed in the first quarter of 2001. In 2002, we added  
approximately 0.6 million selling square feet, of which approximately 0.1  
million selling square feet was added through expanding existing stores.

Item 6. Exhibits

(a) Exhibits.

99.1 Chief Executive Officer Certification

99.2 Chief Financial Officer Certification

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DATE: August 9, 2002

DOLLAR TREE STORES, INC.

By: /s/ Frederick C. Coble

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Frederick C. Coble  
Chief Financial Officer  
(principal financial and accounting officer)

Certification Pursuant to 18 U.S.C. Section 1350,  
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with Amendment No. 1 to the Quarterly Report of Dollar Tree Stores, Inc. (the "Company") on Form 10-Q/A for the period ending March 31, 2002, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Macon F. Brock, Jr., Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to ss.906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 9, 2002

/s/ Macon F. Brock, Jr.

Date

Macon F. Brock, Jr.  
Chairman and Chief Executive  
Officer

Certification Pursuant to 18 U.S.C. Section 1350,  
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with Amendment No. 1 to the Quarterly Report of Dollar Tree Stores, Inc. (the "Company") on Form 10-Q/A for the period ending March 31, 2002, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Frederick C. Coble, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to ss.906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 9, 2002

/s/ Frederick C. Coble

Date

Frederick C. Coble  
Chief Financial Officer