

DOLLAR GENERAL CORP

Reported by
DREILING RICHARD W

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/23/15 for the Period Ending 03/19/15

Address	100 MISSION RIDGE GOODLETTSVILLE, TN, 37072
Telephone	6158554000
CIK	0000029534
Symbol	DG
SIC Code	5331 - Retail-Variety Stores
Industry	Discount Stores
Sector	Consumer Cyclical
Fiscal Year	02/02

FORM 4

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

OMB APPROVAL
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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

1. Name and Address of Reporting Person -* DREILING RICHARD W (Last) (First) (Middle) 100 MISSION RIDGE (Street) GOODLETTSVILLE, TN 37072 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol DOLLAR GENERAL CORP [DG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman & CEO
	3. Date of Earliest Transaction (MM/DD/YYYY) 3/19/2015	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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Common Stock	3/19/2015		M		11653	A	\$7.9975	285442	D	
Common Stock	3/19/2015		F		5611	D	\$74.91	279831	D	
Common Stock	3/19/2015		M		100000	A	\$29.38	379831	D	
Common Stock	3/19/2015		F		64718	D	\$74.91	315113	D	
Common Stock	3/19/2015		M		114114	A	\$45.25	429227	D	
Common Stock	3/19/2015		M		75602	A	\$48.11	504829	D	
Common Stock	3/19/2015		M		40455	A	\$57.91	545284	D	
Common Stock	3/19/2015		S		274260	D	\$74.9984 (1)	271024	D	
Common Stock	3/20/2015		M		57056	A	\$45.25	328080	D	
Common Stock	3/20/2015		S		193664	D	\$76.015 (2)	134416	D	
Common Stock	3/20/2015		F		5493 (3)	D	\$75.78	128923	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$7.9975	3/19/2015		M		11653		7/6/2012	7/6/2017	Common Stock	11653	\$0	0	D	
Employee Stock Option (Right to Buy)	\$29.38	3/19/2015		M		100000		4/23/2011	4/23/2020	Common Stock	100000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$45.25	3/19/2015		M		114114		(4)	3/20/2022	Common Stock	114114	\$0	114112 (5)	D	
Employee Stock Option (Right to Buy)	\$48.11	3/19/2015		M		75602		(6)	3/18/2023	Common Stock	75602	\$0	75602 (7)	D	
Employee Stock Option (Right to Buy)	\$57.91	3/19/2015		M		40455		3/18/2015	3/18/2024	Common Stock	40455	\$0	121362 (8)	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$45.25	3/20/2015		M			57056	3/20/2015	3/20/2022	Common Stock	57056	\$0	57056 (9)	D	

Explanation of Responses:

- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.87 to \$75.15, inclusive. The reporting person undertakes to provide to Dollar General Corporation, any security holder of Dollar General Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.89 to \$76.16, inclusive. The reporting person undertakes to provide to Dollar General Corporation, any security holder of Dollar General Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- (3) Shares of common stock surrendered to the Issuer in payment of taxes in connection with the vesting and payment of a portion of performance share units granted on March 20, 2012.
- (4) The options exercised vested as to 57,058 shares on March 20, 2013 and as to 57,056 shares on March 20, 2014.
- (5) The number of securities reported in the third row of Column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest evenly on March 20, 2015 and March 20, 2016.
- (6) The options exercised vested as to 37,801 shares on March 18, 2014 and as to 37,801 shares on March 18, 2015.
- (7) The number of securities reported in the fourth row of Column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest evenly on March 18, 2016 and March 18, 2017.
- (8) The number of securities reported in the fifth row of Column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest evenly on March 18, 2016, March 18, 2017, and March 18, 2018.
- (9) The number of securities reported in the sixth row of Column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest on March 20, 2016.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DREILING RICHARD W 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	X		Chairman & CEO	

Signatures

/s/ Richard W. Dreiling

3/23/2015

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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