

# **DOLLAR GENERAL CORP**

Reported by  
**BUCK HOLDINGS L.P.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/29/12 for the Period Ending 11/27/12

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

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**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

<b>1. Name and Address of Reporting Person *</b>  <b>Buck Holdings L.P.</b>  (Last) (First) (Middle)  <b>C/O KOHLBERG KRAVIS ROBERTS &amp; CO. L.P., 9 WEST 57TH STREET, SUITE 4200</b>  (Street)  <b>NEW YORK, NY 10019</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>DOLLAR GENERAL CORP [ DG ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right;"><input type="checkbox"/> Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/27/2012</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed</b> (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		4. Securities Acquired (A) or Disposed of (D)		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)			
Common Stock, par value \$0.875 per share	11/27/2012		S (1)		1377369	D	\$49.73 (3)	64936642	D (2)
Common Stock, par value \$0.875 per share	11/27/2012		S (1)		223631	D	\$50.30 (4)	64713011	D (2)
Common Stock, par value \$0.875 per share	11/28/2012		S (1)		1167471	D	\$49.60 (5)	63545540	D (2)

**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		5. Number of Derivative Securities Acquired (A) or Disposed of (D)		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				

**Explanation of Responses:**

- (1) Sales made pursuant to a Rule 10b5-1 sales plan entered into on October 8, 2012, which plan provides for sales by Buck Holdings, L.P. in an amount up to 12,169,000 shares based upon applicable volume limitations.
- (2) Buck Holdings, L.P. directly holds the shares of Common Stock reported herein. Buck Holdings, LLC is the general partner of Buck Holdings, L.P. The membership interests of Buck Holdings, LLC are held by a private investor group, including affiliates of each of Kohlberg Kravis Roberts & Co. L.P., Goldman, Sachs & Co. and other equity investors. Buck Holdings, LLC and each holder of membership interests in Buck Holdings, LLC disclaims beneficial ownership of the Common Stock held by Buck Holdings, L.P. except to the extent of its pecuniary interest therein.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.15 to \$50.14, inclusive. The reporting person undertakes to provide to the Issuer any security holder of the Issuer, 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 footnotes (3) through (5) to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.145 to \$50.55, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.50 to \$49.84, inclusive.

**Remarks:**

(6) Mr. Kreider is signing in his capacity as attorney-in-fact for William J. Janetschek, the Vice President, Treasurer and Secretary of Buck Holdings, LLC, the general partner of Buck Holdings L.P. (7) Mr. Kreider is signing in his capacity as attorney-in-fact for Mr. Janetschek, the Vice President, Treasurer and Secretary of Buck Holdings, LLC.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Buck Holdings L.P.</b> <b>C/O KOHLBERG KRAVIS ROBERTS &amp; CO. L.P.</b> <b>9 WEST 57TH STREET, SUITE 4200</b> <b>NEW YORK, NY 10019</b>		X		
<b>Buck Holdings LLC</b> <b>C/O KOHLBERG KRAVIS ROBERTS &amp; CO. L.P.</b> <b>9 WEST 57TH STREET, SUITE 4200</b> <b>NEW YORK, NY 10019</b>		X		

**Signatures**

/s/ Richard J. Kreider, Buck Holdings, L.P. (6)

11/29/2012

\*\* Signature of Reporting Person

Date

/s/ Richard J. Kreider, Buck Holdings, LLC (7)

11/29/2012

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.