

DOLLAR GENERAL CORP

Reported by
GIBSON WAYNE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/10/07 for the Period Ending 07/06/07

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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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 -* Gibson Wayne (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) ___ Director ___ 10% Owner <input checked="" type="checkbox"/> X ___ Officer (give title below) ___ Other (specify below) Sr. VP, Dollar General Markets
	3. Date of Earliest Transaction (MM/DD/YYYY) 7/6/2007	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> X Form filed by One Reporting Person ___ 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	7/6/2007		D		2384	D	\$22	0	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				
Restricted Stock Units	\$22	7/6/2007		D		14136.31		(1)	(1)	Common Stock	14136.31 (2)	\$22 (3)	0	D	
Employee Stock Option (right to buy)	\$17.54	7/6/2007		D		30200		(4)	3/16/2016	Common Stock	30200	(5)	0	D	
Employee Stock Option (right to buy)	\$19	7/6/2007		D		42000		(4)	11/17/2015	Common Stock	42000	(5)	0	D	
Employee Stock Option (right to buy)	\$21.1	7/6/2007		D		21567		(4)	3/19/2017	Common Stock	21567	(5)	0	D	

Explanation of Responses:

- (1) Immediately before the effective time of the merger, all unvested Restricted Stock Units became fully vested and immediately exercisable.
- (2) Includes 14,011 Restricted Stock Units that were scheduled to vest as follows: 3,333 units in two equal annual installments beginning on November 17, 2007; 3,066 units in two equal annual installments beginning on March 16, 2008; and 7,612 units in three equal annual installments beginning March 19, 2008.
- (3) The Restricted Stock Units were cashed out in the merger for \$22 per Restricted Stock Unit on a 1-for-1 basis.
- (4) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.
- (5) This option was assumed by the surviving corporation in the merger and replaced with a new option with an exercise price of \$3.75 for that number of shares so that the difference between \$22.00 and the exercise price of the old option, multiplied by the number of shares subject to the old option, is equal to the difference between \$22.00 and \$3.75, multiplied by the number of shares subject to the new option.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gibson Wayne 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			Sr. VP, Dollar General Markets	

Signatures

/s/ Susan S. Lanigan, by Power of Attorney

7/10/2007

—**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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