

DOLLAR GENERAL CORP

Reported by
GARRATT JOHN W

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/02/20 for the Period Ending 05/29/20

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	02/29

FORM 4

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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Garratt John W			DOLLAR GENERAL CORP [DG]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & Chief Financial Officer		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
100 MISSION RIDGE			5/29/2020					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
GOODLETTSVILLE, TN 37072						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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	5/29/2020		M		5031	A	\$66.69	26409	D	
Common Stock	5/29/2020		M		10002	A	\$74.72	36411	D	
Common Stock	5/29/2020		M		7829	A	\$65.35	44240	D	
Common Stock	5/29/2020		M		22138	A	\$70.68	66378	D	
Common Stock	5/29/2020		S		38332	D	\$187.7417 (1)	28046	D	
Common Stock	5/29/2020		S		6668	D	\$188.659 (2)	21378	D	

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

1. Title of Derivative 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)	\$66.69	5/29/2020		M		5031		(3)	12/3/2024	Common Stock	5031	\$0	0	D	
Employee Stock Option (Right to Buy)	\$74.72	5/29/2020		M		10002		(4)	3/17/2025	Common Stock	10002	\$0	0	D	
Employee Stock Option (Right to Buy)	\$65.35	5/29/2020		M		7829		(5)	12/2/2025	Common Stock	7829	\$0	0	D	
Employee Stock Option (Right to Buy)	\$70.68	5/29/2020		M		22138		(6)	3/22/2027	Common Stock	22138	\$0	15548 (7)	D	

Explanation of Responses:

- The reported price is a weighted average price. These shares were sold in multiple transactions ranging from \$187.47 to \$188.30, inclusive. The reporting person undertakes to provide 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 range set forth in this footnote to this Form 4.
- The reported price is a weighted average price. These shares were sold in multiple transactions ranging from \$188.47 to \$189.035, inclusive. The reporting person undertakes to provide 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 range set forth in this footnote to this Form 4.
- The option exercised vested as to 1,260 shares on December 3, 2015 and as to 1,257 shares on each of December 3, 2016, December 3, 2017 and December 3, 2018.
- The option exercised vested as to 2,502 shares on April 1, 2016 and as to 2,500 shares on each of April 1, 2017, April 1, 2018 and April 1, 2019.
- The option exercised vested as to 1,958 shares on December 2, 2016 and as to 1,957 shares on each of December 2, 2017, December 2, 2018 and December

2, 2019.

- (6) The option exercised vested as to 9,423 shares on April 1, 2018, as to 9,421 shares on April 1, 2019 and as to 3,294 shares on April 1, 2020.
- (7) The number of securities reported in the fourth row of Column 9 represents 6,127 options that vested on April 1, 2020 and 9,421 options that are subject to time-vesting criteria which are scheduled to vest on April 1, 2021.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Garratt John W 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			EVP & Chief Financial Officer	

Signatures

/s/ John Garratt

6/2/2020

**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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