

# **DOLLAR GENERAL CORP**

Reported by  
**GUION KATHLEEN**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 11/12/09 for the Period Ending 11/12/09

|             |  |
|-------------|--|
| Address     | 100 MISSION RIDGE<br>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  |

## INITIAL STATEMENT OF 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. Date of Event Requiring Statement (MM/DD/YYYY)  |  | 3. Issuer Name and Ticker or Trading Symbol   |  |  |
| <b>GUION KATHLEEN</b>                     |  |  | <b>11/12/2009</b>  |  | <b>DOLLAR GENERAL CORP [DG]</b>   |  |  |
| (Last) (First) (Middle)                   |  |  | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |  |   |  |  |
| <b>100 MISSION RIDGE</b>                  |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Div. Pres., Store Ops &amp; Dev. /</b> |  |   |  |  |
| (Street)                                  |  |  | 5. If Amendment, Date Original Filed (MM/DD/YYYY)  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  |
| <b>GOODLETTSVILLE, TN 37072</b>           |  |  |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |  |
| (City) (State) (Zip)                      |  |  |  |  |   |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| <b>Common Stock</b>             | <b>17379</b>  | <b>D</b>   |   |

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

| 1. Title of Derivate Security (Instr. 4)    | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) |                  | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|------------------|---|----------------------------|--|---|---|
|   | Date Exercisable                                     | Expiration Date  | Title   | Amount or Number of Shares |  |   |   |
| <b>Employee Stock Option (Right to Buy)</b> | <b>(1)</b>   | <b>12/2/2013</b> | <b>Common Stock</b>   | <b>13110</b>               | <b>\$2.1875</b>  | <b>D</b>  |   |
| <b>Employee Stock Option (Right to Buy)</b> | <b>(2)</b>   | <b>8/24/2014</b> | <b>Common Stock</b>   | <b>20288</b>               | <b>\$2.1875</b>  | <b>D</b>  |   |
| <b>Employee Stock Option (Right to Buy)</b> | <b>(3)</b>   | <b>3/16/2016</b> | <b>Common Stock</b>   | <b>37922</b>               | <b>\$2.1875</b>  | <b>D</b>  |   |
| <b>Employee Stock Option (Right to Buy)</b> | <b>7/6/2007</b>                                      | <b>3/23/2017</b> | <b>Common Stock</b>   | <b>4557</b>                | <b>\$2.1875</b>  | <b>D</b>  |   |
| <b>Employee Stock Option (Right to Buy)</b> | <b>(4)</b>   | <b>7/6/2017</b>  | <b>Common Stock</b>   | <b>250000</b>              | <b>\$7.9975</b>  | <b>D</b>  |   |
| <b>Employee Stock Option (Right to Buy)</b> | <b>3/20/2008</b>                                     | <b>7/6/2017</b>  | <b>Common Stock</b>   | <b>50000 (5)</b>           | <b>\$7.9975</b>  | <b>D</b>  |   |
| <b>Employee Stock Option (Right to Buy)</b> | <b>3/19/2009</b>                                     | <b>7/6/2017</b>  | <b>Common Stock</b>   | <b>50000 (6)</b>           | <b>\$7.9975</b>  | <b>D</b>  |   |

**Explanation of Responses:**

(1) The option vested 25% per year on December 2, 2004 and December 2, 2005 and 50% on February 3, 2006.

- (2) The option vested 25% on August 24, 2005 and 75% on February 3, 2006.
- (3) The option vested 25% on March 16, 2007 and 75% on July 6, 2007.
- (4) The option becomes exercisable 20% per year beginning on July 6, 2008.
- (5) On July 6, 2007, the reporting person was granted an option to purchase 250,000 shares of common stock. The option vests in five equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ended or ending February 1, 2008, January 30, 2009, January 29, 2010, January 28, 2011 and February 3, 2012. The performance criteria for each of the fiscal years ended February 1, 2008 and January 30, 2009 were met, in each case resulting in the vesting of the option as to 50,000 shares.
- (6) See footnote 5.

**Remarks:**

Exhibit List

Exhibit 24--Power of Attorney

**Reporting Owners**

| Reporting Owner Name / Address                                  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| GUION KATHLEEN<br>100 MISSION RIDGE<br>GOODLETTSVILLE, TN 37072 |               |           | Div. Pres., Store Ops & Dev. |       |

**Signatures**

/s/ Susan S. Lanigan, Attorney-in-Fact

11/12/2009

\*\*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 5(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.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Susan S. Lanigan the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Dollar General Corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission ("SEC") and any stock exchange or similar authority;

(3) complete, execute and file a Form ID or such other document or documents as may be required from time to time by the SEC to enable the filing of such Form 3, 4 or 5; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9<sup>th</sup> day of October 2009.

/s/ Kathleen R. Guion

---

Kathleen R. Guion