

DOLLAR GENERAL CORP

Reported by
JONES ADRIAN M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/15/13 for the Period Ending 07/11/13

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Jones Adrian M			DOLLAR GENERAL CORP [DG]			<input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O GOLDMAN, SACHS & CO., 200 WEST STREET			7/11/2013					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10282						<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	7/11/2013		S		3467296 (2)	D	\$54.3	1281945	I	See footnotes (1) , (2) , (4) , (5) , (6) , (7) , (8)
Common Stock	7/11/2013		P		1300	A	\$55.48	1283245	I	See footnotes (1) , (3) , (4) , (5) , (6) , (7) , (8)
Common Stock	7/11/2013		S		1300	D	\$55.48	1281945	I	See footnotes (1) , (3) , (4) , (5) , (6) , (7) , (8)

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				

Explanation of Responses:

- The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.
- In connection with the sale of common stock, par value \$0.875 per share (the "Common Stock"), of Dollar General Corporation (the "Company") pursuant to Rule 144 under the Securities Act of 1933, as amended, on July 11, 2013, Buck Holdings, L.P. sold 16,000,000 shares of Common Stock. Buck Holdings, L.P. is a limited partnership whose general partner is Buck Holdings, LLC. The membership interests of Buck Holdings, LLC are held by a private investor group, which includes certain investment partnerships (the "GS Funds") and GSUIG, L.L.C. ("GSUIG", and together with the GS Funds, the "Investing Entities"). Goldman Sachs is the investment manager of the GS Funds. Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner or investment manager of the GS Funds. GSUIG is a wholly-owned subsidiary of GS Group.
- The shares of Common Stock reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs and indirectly by GS Group. Without admitting any legal obligation, Goldman Sachs or another wholly-owned subsidiary of GS Group will remit appropriate profits, if any, to the Company.
- GS Group may be deemed to beneficially own 968 restricted stock units that were granted to Adrian M. Jones, a managing director of Goldman Sachs, in his capacity as a director of the Company pursuant to the Amended and Restated 2007 Stock Incentive Plan for Key Employees of Dollar General Corporation and Its Affiliates (the "Plan") on May 29, 2013. The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting and

vest in three annual installments of 33 1/3% beginning on May 29, 2014. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.

- (5) GS Group also may be deemed to beneficially own 1,065 restricted stock units that were granted to Adrian M. Jones in his capacity as a director of the Company pursuant to the Plan on June 1, 2012. The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting and vest in three annual installments of 33 1/3% beginning on June 1, 2013. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.
- (6) GS Group also may be deemed to beneficially own 1,038 restricted stock units that were granted to Adrian M. Jones in his capacity as a director of the Company pursuant to the Plan on May 25, 2011. The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting and vest in three equal installments on each of the Company's first, second, and third annual shareholders' meetings immediately following the grant date, which was May 25, 2011. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.
- (7) GS Group also may be deemed to beneficially own 1,525 restricted stock units that were granted to Adrian M. Jones in his capacity as a director of the Company pursuant to the Plan on November 18, 2009. The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting and vest in three equal installments on each of the Company's first, second, and third annual shareholders' meetings immediately following the grant date, which was November 18, 2009. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group.
- (8) GS Group and Goldman Sachs may be deemed to beneficially own indirectly 899,475 shares of Common Stock by reason of the indirect beneficial ownership of such shares by the Investing Entities. The Investing Entities may be deemed to beneficially own indirectly 899,475 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P., a limited partnership whose general partner is Buck Holdings, LLC. Additionally, as of July 11, 2013, Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 377,874 shares of Common Stock, and Goldman Sachs holds open short positions of 324,616 shares of Common Stock, each due to exempt transactions. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones Adrian M C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282	X			

Signatures

/s/ Yvette Kosic, Attorney-in-fact

7/15/2013

**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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