

DOLLAR GENERAL CORP

Reported by
FLANIGAN JOHN W

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/28/13 for the Period Ending 03/27/13

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

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Form 5 obligations may
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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)		
Flanigan John W			DOLLAR GENERAL CORP [DG]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Global Supply Chain		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
100 MISSION RIDGE			3/27/2013					
(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	3/27/2013		M		18285	A	\$7.9975	34037	D	
Common Stock	3/27/2013		M		4571	A	\$12.1975	38608	D	
Common Stock	3/27/2013		M		46292	A	\$25.25	84900	D	
Common Stock	3/27/2013		F		42845.9286	D	\$50.95	42054.0714	D	
Common Stock	3/27/2013		D		2.0714	D	\$50.95	42052	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				
Employee Stock Option (Right to Buy)	\$7.9975	3/27/2013		M		18285		(1)	8/28/2018	Common Stock	18285	\$0	18285 (2)	D	
Employee Stock Option (Right to Buy)	\$12.1975	3/27/2013		M		4571		(3)	5/28/2019	Common Stock	4571	\$0	4571 (4)	D	
Employee Stock Option (Right to Buy)	\$25.25	3/27/2013		M		46292		(5)	3/24/2020	Common Stock	46292	\$0	28170 (6)	D	

Explanation of Responses:

- The number of securities reported in the first row of column 5 vested as to 2,254 shares on October 3, 2012, as to 1,555 shares on October 10, 2012, as to 1,371 shares on October 11, 2012, as to 457 shares on November 27, 2012, as to 365 shares on November 28, 2012, as to 823 shares on November 29, 2012, as to 1,920 shares on November 30, 2012, and as to 9,540 shares on February 1, 2013.
- The securities reported in the first row of column 9 represents unvested time-based options with the same exercise price and expiration date as the securities reported in the first row of column 5 that are scheduled to vest on May 27, 2013.
- The securities reported in the second row of column 5 vested as to 564 shares on October 3, 2012, as to 388 shares on October 10, 2012, as to 343 shares on October 11, 2012, as to 114 shares on November 27, 2012, as to 91 shares on November 28, 2012, as to 206 shares on November 29, 2012, as to 480 shares on November 30, 2012, and as to 2,385 shares on February 1, 2013.
- The number of securities reported in the second row of column 9 represents unvested time-based options with the same exercise price and expiration date as the securities reported in the second row of column 5 that are scheduled to vest on May 27, 2013.
- The securities reported in the third row of column 5 vested as to 12,263 shares on March 24, 2011, as to 12,440 shares on February 3, 2012, as to 12,440 shares on March 24, 2012, and as to 9,149 shares on February 1, 2013.

- (6) The number of securities reported in the third row of column 9 represents (a) 12,439 unvested time-based options with the same exercise price and expiration date as the securities reported in the third row of column 5 that are scheduled to vest on March 24, 2014; and (b) 15,731 vested options.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flanigan John W 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			EVP, Global Supply Chain	

Signatures

/s/ John W. Flanigan

3/28/2013

—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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