

DOLLAR GENERAL CORP
Reported by
GOLDMAN SACHS DGC INVESTORS LP

FORM 4/A
(Amended Statement of Changes in Beneficial Ownership)

Filed 11/24/09 for the Period Ending 11/18/09

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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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)		
Goldman Sachs DGC Investors LP			DOLLAR GENERAL CORP [DG]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
85 BROAD STREET			11/18/2009					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
NEW YORK, NY 10004			11/20/2009					
(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	11/18/2009		S		3581133	D	\$19.7925 (3)	64990262	I	See Footnotes (1)(2)(4)(5)(6)(7)(8)(9)

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:

- This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners VI Fund, L.P. ("GS Capital"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI GmbH & Co. KG ("GS Germany"), Goldman Sachs DGC Investors, L.P. ("GS DGC"), Goldman Sachs DGC Investors Offshore Holdings, L.P. ("GS DGC Offshore" and, together with GS Capital, GS Offshore, GS Parallel, GS Germany, and GS DGC, the "GS Funds") and GSUIG, L.L.C. ("GSUIG", and together with the GS Funds, the "Investing Entities"), GSCP VI Advisors, L.L.C. ("GSCP Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors VI, L.L.C. ("GS Advisors") (continued in footnote 2),
- Goldman, Sachs Management GP GmbH ("GS GmbH"), GS DGC Advisors, L.L.C. ("GS DGC Advisors") and GS DGC Offshore Advisors, Inc. ("GS DGC Offshore Advisors", and together with GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH, GS DGC Advisors, the Investing Entities, Goldman Sachs and GS Group, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.
- This Amendment to the Form 4, filed with the Securities and Exchange Commission on November 20, 2009, amends the price of the shares sold in connection with the transactions described below.
- Pursuant to an underwriting agreement, dated November 12, 2009 (the "Underwriting Agreement"), and in connection with the initial public offering of common stock, par value \$0.875 per share (the "Common Stock") of Dollar General Corporation (the "Company") by the Company and its selling shareholders pursuant to the final prospectus filed by the Company on November 13, 2009, which offering was consummated on November 18, 2009 (the "Initial Public Offering"), Buck Holdings, L.P., as a selling shareholder, sold 2,471,991 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 the Investing Entities.
- Pursuant to the Underwriting Agreement and in connection with the Initial Public Offering, the underwriters elected to exercise an option (the "Over-Allotment Option") to purchase additional shares of Common Stock from the selling shareholders. Goldman Sachs is one of several underwriters under the Underwriting Agreement. On November 18, 2009, the Over-Allotment Option was consummated and in connection with such sale to the underwriters, Buck Holdings, L.P. sold 1,109,142 shares of Common Stock.
- As of November 18, 2009, as a result of the Initial Public Offering and the exercise of the Over-Allotment Option, GS Group and Goldman Sachs may be

deemed to beneficially own indirectly 64,990,262 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 indirectly beneficially own 64,990,262 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.

- (7) Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein. Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of the GS Funds. Affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner or investment manager of the GS Funds. GSUIG is a wholly-owned subsidiary of GS Group.
- (8) As of November 18, 2009, as a result of the Initial Public Offering and the exercise of the Over-Allotment Option: GS Capital, and its general partner GSCP Advisors, may be deemed to beneficially own indirectly 24,016,672 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS Offshore, and its general partner GSCP Offshore Advisors, may be deemed to beneficially own indirectly 19,976,223 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS Parallel, and its general partner GS Advisors, may be deemed to beneficially own indirectly 6,604,177 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; (continue in footnote 9)
- (9) GS Germany, and its general partner, GS GmbH, may be deemed to beneficially own indirectly 853,553 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS DGC, and its general partner, GS DGC Advisors, may be deemed to beneficially own indirectly 3,624,714 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS DGC Offshore, and its general partner, GS DGC Offshore Advisors, may be deemed to beneficially own indirectly 7,206,996 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; and GSUIG may be deemed to beneficially own indirectly 2,707,927 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldman Sachs DGC Investors LP 85 BROAD STREET NEW YORK, NY 10004		X		
GOLDMAN SACHS DGC INVESTORS OFFSHORE HOLDINGS, L.P. 85 BROAD STREET NEW YORK, NY 10004		X		
GS DGC ADVISORS, L.L.C. 85 BROAD STREET NEW YORK, NY 10004		X		
GS DGC OFFSHORE ADVISORS, INC. 85 BROAD STREET NEW YORK, NY 10004		X		
GSUIG, L.L.C. 85 BROAD STREET NEW YORK, NY 10004		X		

Signatures

<u>/s/ Kevin P. Treanor, Attorney-in-fact</u>	<u>11/24/2009</u>
**Signature of Reporting Person	Date
<u>/s/ Kevin P. Treanor, Attorney-in-fact</u>	<u>11/24/2009</u>
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**Signature of Reporting Person	Date
<u>/s/ Kevin P. Treanor, Attorney-in-fact</u>	<u>11/24/2009</u>
**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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