

DOLLAR GENERAL CORP

Reported by
RAVENER ROBERT D

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/28/12 for the Period Ending 09/27/12

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,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * Ravener Robert D <small>(Last) (First) (Middle)</small> 100 MISSION RIDGE <small>(Street)</small> GOODLETTSVILLE, TN 37072 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol DOLLAR GENERAL CORP [DG] 3. Date of Earliest Transaction (MM/DD/YYYY) 9/27/2012 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <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 People Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	9/27/2012		M		42059	A	\$7.9975	42059	D	
Common Stock	9/27/2012		M		33557	A	\$25.25	75616	D	
Common Stock	9/27/2012		F		42027.9808	D	\$52.00	33588.0192	D	
Common Stock	9/27/2012		D		1.0192	D	\$52.00	33587	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	9/27/2012		M		11428		8/25/2012	8/28/2018	Common Stock	11428	\$0	11428 (1)	D	
Employee Stock Option (Right to Buy)	\$7.9975	9/27/2012		M		30631		(2)	12/19/2018	Common Stock	30631	\$0	11428 (3)	D	
Employee Stock Option (Right to Buy)	\$25.25	9/27/2012		M		33557		(4)	3/24/2020	Common Stock	33557	\$0	44738 (5)	D	

Explanation of Responses:

- (1) The number of securities reported in this column represents invested options subject to time-vesting criteria which are scheduled to vest on August 25, 2013.
- (2) The securities reported in this column vested as to 7,775 shares on August 25, 2011, as to 11,428 shares on March 21, 2012, and as to

11,428 shares on August 25, 2012.

- (3) The number of securities reported in this column represents unvested time options subject to time-vesting criteria which are scheduled to vest on August 25, 2013.
- (4) The number of securities reported in this column vested as to 11,185 shares on March 18, 2011, as to 8,950 shares on March 21, 2012, and as to 13,422 shares on March 24, 2011.
- (5) The number of securities reported in this column represents (a) 4,472 options which vested after the Issuer's satisfaction of certain performance-vesting criteria; and (b) 40,266 options subject to time-vesting criteria, 13,422 of which are vested and 26,844 of which are scheduled to vest 50% on March 24, 2013 and 50% on March 24, 2014.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ravener Robert D 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			EVP & Chief People Officer	

Signatures

/s/ Robert D. Ravener

9/28/2012

** 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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