

DOLLAR GENERAL CORP

Reported by
FLANIGAN JOHN W

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/22/12 for the Period Ending 03/20/12

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 * Flanigan John W <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) 3/20/2012 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, Global Supply Chain 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			

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)	\$45.25	3/20/2012		A		37440		(1)	3/20/2022	Common Stock	37440	\$ 0	37440	D	
Employee Stock Option (Right to Buy)	\$7.9975	3/21/2012		A		18286		3/21/2012	8/28/2018	Common Stock	18286	\$ 0	87435 (2)	D	
Employee Stock Option (Right to Buy)	\$12.1975	3/21/2012		A		4571		3/21/2012	5/28/2019	Common Stock	4571	\$ 0	39619 (3)	D	
Employee Stock Option (Right to Buy)	\$25.25	3/21/2012		A		12440		3/21/2012	3/24/2020	Common Stock	12440	\$ 0	72566 (4)	D	

Explanation of Responses:

- (1) The option vests in four annual installments of 25% beginning on March 20, 2013.
- (2) On August 28, 2008, the reporting person was granted an option to purchase 91,428 shares of common stock scheduled to vest in installments of 13.333%, 20%, 20%, 20%, 20% and 6.667% based on the Issuer's satisfaction of certain performance criteria for each of the 2008 through 2013 fiscal years. The performance criteria for each of the 2008 through 2011 fiscal years was met, resulting in the vesting of the option as to 12,190, 18,286, 18,286 and 18,286 shares, respectively. The number of securities reported in this column includes the vested portion of such options that remain unexercised as well as options, whether or not vested, that are subject to time-vesting criteria but have the same exercise price and expiration date as the options reported herein as acquired.

- (3) On May 28, 2009, the reporting person was granted an option to purchase 22,857 shares of common stock, with 3,048 shares underlying the option vested on such date and the remaining portion scheduled to vest in installments of 4,572, 4,571, 4,571, 4,571 and 1,524 shares based on the Issuer's satisfaction of certain performance criteria for each of the 2009 through 2013 fiscal years. The performance criteria for the 2009 through 2011 fiscal years was met, resulting in the vesting of the option as to 4,572, 4,571 and 4,571 shares, respectively. The number of securities reported in this column includes the vested portion of such options that remain unexercised as well as options, whether or not vested, that are subject to time-vesting criteria but have the same exercise price and expiration date as the options reported herein as acquired.
- (4) On March 24, 2010, the reporting person was granted an option to purchase 49,759 shares of common stock scheduled to vest in installments of 10,367, 12,440, 12,440, 12,439 and 2,073 shares, respectively, based on the Issuer's satisfaction of certain performance criteria for each of the 2010 through 2014 fiscal years. The performance criteria for each of the 2010 and 2011 fiscal years was met, resulting in the vesting of the option as to 10,367 and 12,440 shares, respectively. The number of securities reported in this column includes the vested portion of such options that remain unexercised as well as options, whether or not vested, that are subject to time-vesting criteria but have the same exercise price and expiration date as the options reported herein as acquired.

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 Flanigan

3/22/2012

** 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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