

DOLLAR GENERAL CORP

Reported by
BRYANT WARREN F

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 03/14/16 for the Period Ending 01/29/16

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 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 Form 3 Holdings Reported
 Form 4 Transactions Reported

ANNUAL 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)		
BRYANT WARREN F			DOLLAR GENERAL CORP [DG]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY)			<input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
100 MISSION RIDGE			1/29/2016					
(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)
				Amount	(A) or (D)	Price			
Common Stock	4/22/2015		A	8.4339 (1)	A	\$0	11162.4339	D	
Common Stock	5/29/2015		S4	.9342 (2)	D	\$72.59	11161.4997	D	
Common Stock	6/1/2015		S4	.0299 (2)	D	\$72.81	11161.4698	D	
Common Stock	7/1/2015		A	10.9149 (1)	A	\$0	11172.3847	D	
Common Stock	9/30/2015		A	11.8879 (1)	A	\$0	11196.1524 (3)	D	

Table II - Derivative Securities Acquired, Disposed of, or 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 (MM/DD/YYYY)		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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Additional restricted stock units, which were acquired as a result of dividend equivalent rights, representing the right to receive shares of common stock upon vesting.
- (2) Represents the cashout of a fractional share resulting from the vesting of certain restricted stock units.
- (3) Reflects ownership as of January 29, 2016 and includes 11.8798 additional restricted stock units, which were acquired through an exempt transaction as a result of dividend equivalent rights on January 6, 2016, representing the right to receive shares of common stock upon vesting.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRYANT WARREN F 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	X			

Signatures

/s/ Christine L. Connolly, Attorney-in-Fact

3/14/2016

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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