

DOLLAR GENERAL CORP

Reported by
VASOS TODD J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/19/13 for the Period Ending 03/18/13

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**

OMB APPROVAL
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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 -* VASOS TODD J (Last) (First) (Middle) 100 MISSION RIDGE (Street) GOODLETTSVILLE, TN 37072 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol DOLLAR GENERAL CORP [DG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Div. Pres., Chief Merch. Ofc
3. Date of Earliest Transaction (MM/DD/YYYY) 3/18/2013		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	3/18/2013		A		6518 <u>(1)</u>	A	\$0	10830	D	
Common Stock	3/18/2013		A		6443 <u>(2)</u>	A	\$0	17273	D	
Common Stock	3/18/2013		F		578	D	\$48.11	16695	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)	\$48.11	3/18/2013		A		27492		<u>(3)</u>	3/18/2023	Common Stock	27492	\$0	27492	D		
Employee Stock Option (Right to Buy)	\$7.9975	3/19/2013		A		1083			3/19/2013	12/19/2018	Common Stock	1083	\$0	184623 <u>(4)</u>	D	

Explanation of Responses:

- (1) Restricted stock units which represent the right to receive shares of common stock upon vesting. The restricted stock units vest in three annual installments of 33 1/3% beginning on March 18, 2014.
- (2) Performance share units earned by the reporting person from a March 20, 2012 grant, as certified by the Issuer's Compensation, Nominating and Governance Committee (the "Committee") on March 18, 2013. Each performance share unit represents the right to one share of the Issuer's common stock. The amount reported includes (i) 2,149 performance share units that were settled and paid in unrestricted shares of the Issuer's common stock (prior to reduction for shares withheld in satisfaction of tax withholding obligations) immediately following the Committee's certification and (ii) 4,294 performance share units that have been earned by the reporting person but remain subject to time-based vesting requirements (2,147 each until March 20, 2014 and March 20, 2015), and once vested are payable solely in unrestricted shares of the Issuer's common stock.
- (3) The option vests in four annual installments of 25% beginning on March 18, 2014.
- (4) On December 19, 2008, the reporting person was granted an option to purchase 250,000 shares of common stock scheduled to vest in installments of 3.3332%, 20%, 20%, 20%, 20% and 16.6668% per year based on the Issuer's satisfaction of certain performance criteria for each of the 2008 through 2013 fiscal years, subject to certain accelerated vesting conditions. 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

VASOS TODD J 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			Div. Pres., Chief Merch. Ofc	
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Signatures

/s/ Todd J. Vasos

3/19/2013

**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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