

DOLLAR GENERAL CORP

Reported by
SPARKS GREGORY A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/19/15 for the Period Ending 03/17/15

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 * Sparks Gregory A (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"/> <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Store Operations
3. Date of Earliest Transaction (MM/DD/YYYY) 3/17/2015		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	3/17/2015		A		3965 <u>(1)</u>	A	\$0	27202	D	
Common Stock	3/18/2015		F		1302 <u>(2)</u>	D	\$75.39	25900	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)	\$74.72	3/17/2015		A		32843		<u>(3)</u>	3/17/2025	Common Stock	32843	\$0	32843	D	

Explanation of Responses:

- (1) Restricted stock units representing 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 April 1, 2016.
- (2) Shares of common stock surrendered to the Issuer in payment of taxes in connection with the vesting and payment of a portion of restricted stock units granted on March 18, 2013 (595 shares) and March 18, 2014 (473 shares), as well as the vesting and pyament of a portion of performance share units granted on March 18, 2013 (234 shares).
- (3) The option vests in four annual installments of 25% beginning on April 1, 2016.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sparks Gregory A 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			EVP, Store Operations	

Signatures

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

3/19/2015

**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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