

DOLLAR GENERAL CORP

Reported by
FLANIGAN JOHN W

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 * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Flanigan John W | | DOLLAR GENERAL CORP [DG] | | <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 | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | |
| | | | 9/27/2012 | | |
| 100 MISSION RIDGE | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| (Street) | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| GOODLETTSVILLE, TN 37072 | | | | | <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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-----------|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 9/27/2012 | | M | | 16296 | A | \$12.1975 | 37794 | D | |
| Common Stock | 9/27/2012 | | M | | 10544 | A | \$25.25 | 48338 | D | |
| Common Stock | 9/27/2012 | | F | | 15466.0954 | D | \$52.00 | 32871.9046 | D | |
| Common Stock | 9/27/2012 | | D | | .9046 | D | \$52.00 | 32871 | 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) |
|--|--|----------------|-----------------------------------|---------------------------|--|-------|---|-----------------|---|----------------------------|--|---|--|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Buy) | \$25.25 | 9/27/2012 | | M | | 10544 | (1) | 3/24/2020 | Common Stock | 10544 | \$0 | 72566 (3) | D | |
| Employee Stock Option (Right to Buy) | \$12.1975 | 9/27/2012 | | M | | 16296 | (2) | 5/28/2019 | Common Stock | 16296 | \$0 | 4571 (4) | D | |

Explanation of Responses:

- (1) The securities reported in the first row of column 5 vested as to 177 shares on March 24, 2011 and as to 10,367 shares on March 18, 2011.
- (2) The securities reported in the second row of column 5 vested as to 2,583 shares on March 18, 2011, as to 4,571 shares on March 21, 2012, as to 4,571 shares on May 27, 2011, and as to 4,571 shares on May 27, 2012.
- (3) The number of securities reported in the first row of column 9 represents (a) 22,807 options which vested after the Issuer's satisfaction of certain performance-vesting criteria; and (b) 49,759 options that are subject to time-vesting criteria, 24,880 of which are vested, 12,440

of which are scheduled to vest on March 24, 2013 and 12,439 of which are scheduled to vest on March 24, 2014.

- (4) The number of securities reported in the second row of column 9 represents unvested options that are subject to time-vesting criteria which are scheduled to vest on May 27, 2013.

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/ Susan .S. Lanigan, Attorney-in-Fact

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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