

# **DOLLAR GENERAL CORP**

Reported by  
**TAYLOR RHONDA**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/27/19 for the Period Ending 03/26/19

|             |                                                |
|-------------|------------------------------------------------|
| Address     | 100 MISSION RIDGE<br>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 or  
Section 30(h) of the Investment Company Act of 1940

|                                                                                                                                                                                                                                |                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>TAYLOR RHONDA</b><br><br>(Last) (First) (Middle)<br><br><b>100 MISSION RIDGE</b><br><br>(Street)<br><br><b>GOODLETTSVILLE, TN 37072</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>DOLLAR GENERAL CORP [ DG ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span><br><b>EVP &amp; General Counsel</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>3/26/2019</b></p>                                                                                                                              |                                                                                             | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                                                                                                                                     |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>                                                                                                                                                                       |                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                               |

**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                    | 3/26/2019      |                                   | M                         |   | 4729                                                              | A          | \$45.25        | 33513                                                                                         | D                                                        |                                                       |
| Common Stock                    | 3/26/2019      |                                   | M                         |   | 2999                                                              | A          | \$48.11        | 36512                                                                                         | D                                                        |                                                       |
| Common Stock                    | 3/26/2019      |                                   | M                         |   | 6908                                                              | A          | \$54.48        | 43420                                                                                         | D                                                        |                                                       |
| Common Stock                    | 3/26/2019      |                                   | S                         |   | 14636                                                             | D          | \$119.6098 (1) | 28784                                                                                         | D                                                        |                                                       |
| Common Stock                    | 3/26/2019      |                                   | S                         |   | 2000                                                              | D          | \$119.8238     | 26784                                                                                         | 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)     | \$45.25                                                | 3/26/2019      |                                   | M                         |   | 4729                                                                                   |     | (2)                                     | 3/20/2022       | Common Stock                                                                      | 4729                       | \$0                                        | 0                                                                                                  | D                                                                                |                                                        |
| Employee Stock Option (Right to Buy)     | \$48.11                                                | 3/26/2019      |                                   | M                         |   | 2999                                                                                   |     | (3)                                     | 3/18/2023       | Common Stock                                                                      | 2999                       | \$0                                        | 0                                                                                                  | D                                                                                |                                                        |
| Employee Stock Option (Right to Buy)     | \$54.48                                                | 3/26/2019      |                                   | M                         |   | 6908                                                                                   |     | (4)                                     | 5/28/2023       | Common Stock                                                                      | 6908                       | \$0                                        | 0                                                                                                  | D                                                                                |                                                        |

**Explanation of Responses:**

- (1) The reported price is a weighted average. These shares were sold in multiple transactions at prices ranging from \$119.60 to \$119.661, inclusive. The reporting person undertakes to provide Dollar General Corporation, any security holder of Dollar General Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- (2) The option exercised vested as to 1,183 shares on March 20, 2013 and as to 1,182 shares on each of March 20, 2014, March 20, 2015 & March 20, 2016.
- (3) The option exercised vested as to 752 shares on March 18, 2014 and as to 749 shares on each of March 18, 2015, March 18, 2016 & March 18, 2017.
- (4) The option vested as to 1,727 shares on each of May 28, 2014, May 28, 2015, May 28, 2016 & May 28, 2017.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| TAYLOR RHONDA                  |               |           |         |       |

100 MISSION RIDGE  
GOODLETTSVILLE, TN 37072

EVP & General Counsel

**Signatures**

/s/ Rhonda M. Taylor

3/27/2019

\*\*  
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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