

DOLLAR GENERAL CORP

Reported by
KNUCKLES BARBARA

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/10/07 for the Period Ending 07/06/07

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

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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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
KNUCKLES BARBARA			DOLLAR GENERAL CORP [DG]			<input checked="" type="checkbox"/> Director _____ 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
100 MISSION RIDGE			7/6/2007					
(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		
(City) (State) (Zip)						<input type="checkbox"/> Form filed by More than One Reporting Person		

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	7/6/2007		D		1760.252	D	\$22	0	D	
Common Stock	7/6/2007		D		100	D	\$22	0	I	By Son

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				
Phantom Stock	\$22	7/6/2007		D		5134.584		7/6/2007 (1)	(1)	Common Stock	5134.584	\$22 (2)	0	D	
Restricted Stock Units	\$22	7/6/2007		D		18715.62		(3)	(3)	Common Stock	18715.62 (4)	\$22 (5)	0	D	
Stock Option (right to buy)	\$14.65	7/6/2007		D		4096		(6)	2/21/2010	Common Stock	4096	\$7.35 (7) (8)	0	D	
Stock Option (right to buy)	\$15.37	7/6/2007		D		3904		(6)	3/18/2012	Common Stock	3904	\$6.63 (8) (9)	0	D	
Stock Option (right to buy)	\$17.6403	7/6/2007		D		3401		(6)	2/22/2009	Common Stock	3401	\$4.3597 (8)(10)	0	D	
Stock Option (right to buy)	\$18.2272	7/6/2007		D		3291		(6)	2/23/2008	Common Stock	3291	\$3.7728 (8)(11)	0	D	
Stock Option (right to buy)	\$19.55	7/6/2007		D		3150		(6)	2/26/2011	Common Stock	3150	\$2.45 (8) (12)	0	D	

Explanation of Responses:

- (1) The shares of phantom stock were payable after the reporting person's termination of service as a non-employee director.
- (2) The shares of phantom stock were cashed out in the merger for \$22 per share on a 1-for-1 basis.
- (3) Immediately before the effective time of the merger, all unvested Restricted Stock Units became fully vested and immediately exercisable.
- (4) Includes 4,600 Restricted Stock Units that were scheduled to vest on June 5, 2008.
- (5) The Restricted Stock Units were cashed out in the merger for \$22 per Restricted Stock Unit on a 1-for-1 basis.
- (6) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.
- (7) This option, granted February 21, 2000 and vested February 21, 2001, was cancelled in the merger in exchange for a cash payment of \$30,105.60, representing the difference between the exercise price of the option and the \$22 per share merger consideration.
- (8) The price of the option is the difference between the \$22 per share merger consideration and the exercise price.
- (9) This option, granted March 18, 2002 and vested March 18, 2003, was cancelled in the merger in exchange for a cash payment of \$25,883.52, representing the difference between the exercise price of the option and the \$22 per share merger consideration.

- (10) This option, granted February 22, 1999 and vested February 22, 2000, was cancelled in the merger in exchange for a cash payment of \$14,827.34, representing the difference between the exercise price of the option and the \$22 per share merger consideration.
- (11) This option, granted February 23, 1998 and vested February 23, 1999, was cancelled in the merger in exchange for a cash payment of \$12,416.28, representing the difference between the exercise price of the option and the \$22 per share merger consideration.
- (12) This option, granted February 26, 2001 and vested February 26, 2002, was cancelled in the merger in exchange for a cash payment of \$7,717.50, representing the difference between the exercise price of the option and the \$22 per share merger consideration.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNUCKLES BARBARA 100 MISSION RIDGE GOODLETTSVILLE, TN 37072	X			

Signatures

/s/ Susan S. Lanigan, by Power of Attorney

7/10/2007

**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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