

# **DOLLAR GENERAL CORP**

Reported by  
**GUION KATHLEEN**

## **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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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

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)		
<b>GUION KATHLEEN</b>			<b>DOLLAR GENERAL CORP [ DG ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Division President</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>100 MISSION RIDGE</b>			<b>7/6/2007</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>GOODLETTSVILLE, TN 37072</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <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	7/6/2007		D		9723	D	\$22	0	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				
Restricted Stock Units	\$22	7/6/2007		D		28498.8	(1)	(1)	Common Stock	28498.8 (2)	\$22 (3)	0	D	
Employee Stock Option (right to buy)	\$17.54	7/6/2007		D		55800	(4)	3/16/2016	Common Stock	55800	(5)	0	D	
Employee Stock Option (right to buy)	\$18.83	7/6/2007		D		42000	(4)	8/24/2014	Common Stock	42000	(5)	0	D	
Employee Stock Option (right to buy)	\$20.63	7/6/2007		D		62800	(4)	12/2/2013	Common Stock	62800	(5)	0	D	
Employee Stock Option (right to buy)	\$21.25	7/6/2007		D		39883	(4)	3/23/2017	Common Stock	39883	(5)	0	D	
Employee Stock Option (right to buy)	\$22.35	7/6/2007		D		50300	(4)	3/15/2015	Common Stock	50300	(6)	0	D	

### Explanation of Responses:

- Immediately before the effective time of the merger, all unvested Restricted Stock Units became fully vested and immediately exercisable.
- Includes 28,142 Restricted Stock Units that were scheduled to vest as follows: 1,733 units on August 24, 2008; 5,000 units on August 24, 2008; 1,733 units on March 15, 2008; 5,600 units in two equal annual installments beginning on March 16, 2008; and 14,076 units in three equal annual installments beginning on March 23, 2008.
- The Restricted Stock Units were cashed out in the merger for \$22 per Restricted Stock Unit on a 1-for-1 basis.
- Immediately before the effective time of the merger, all vested options became fully vested and immediately exercisable.
- This option was assumed by the surviving corporation in the merger and replaced with a new option with an exercise price of \$3.75 for that number of shares so that the difference between \$22.00 and the exercise price of the old option, multiplied by the number of shares subject to the old option, is equal to the difference between \$22.00 and \$3.75, multiplied by the number of shares subject to the new option.
- All options with an exercise price above the merger consideration of \$22.00 per share were cancelled in the merger and no payment will be made thereon.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>GUION KATHLEEN</b> <b>100 MISSION RIDGE</b> <b>GOODLETTSVILLE, TN 37072</b>			<b>Division President</b>	

**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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