

DOLLAR GENERAL CORP

Reported by
RAVENER ROBERT D

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/28/13 for the Period Ending 03/27/13

| | |
|-------------|--|
| 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 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) | | |
| Ravener Robert D | | | 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 & Chief People Officer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| 100 MISSION RIDGE | | | 3/27/2013 | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | |
| GOODLETTSVILLE, TN 37072 | | | | | | | | |
| (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 | 3/27/2013 | | M | | 6212 | A | \$7.9975 | 27346 | D | |
| Common Stock | 3/27/2013 | | M | | 24800 | A | \$25.25 | 52146 | D | |
| Common Stock | 3/27/2013 | | F | | 19010.9812 | D | \$50.95 | 33135.0188 | D | |
| Common Stock | 3/27/2013 | | D | | 1.0188 | D | \$50.95 | 33134 | 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) | \$7.9975 | 3/27/2013 | | M | | 3106 | | 2/1/2013 | 8/28/2018 | Common Stock | 3106 | \$0 | 11428 (1) | D | |
| Employee Stock Option (Right to Buy) | \$7.9975 | 3/27/2013 | | M | | 3106 | | 2/1/2013 | 12/19/2018 | Common Stock | 3106 | \$0 | 11428 (2) | D | |
| Employee Stock Option (Right to Buy) | \$25.25 | 3/27/2013 | | M | | 24800 | | (3) | 3/24/2020 | Common Stock | 24800 | \$0 | 33360 (4) | D | |

Explanation of Responses:

- The number of securities reported in the first row of this column represents unvested time-based options with the same exercise price and expiration date as the options reported in the first row of column 5 that are scheduled to vest on August 25, 2013.
- The number of securities reported in the second row of this column represents unvested time-based options with the same exercise price and expiration date as the options reported in the second row of column 5 that are scheduled to vest on August 25, 2013.
- The securities reported in the third row of this column vested as to 4,472 shares on February 3, 2012, as to 13,422 shares on March 24, 2012, and as to 6,906 shares on February 1, 2013.
- The number of securities reported in the third row of this column represents (a) 13,422 unvested time-based options with the same exercise price and expiration date as the options reported in the third row of column 5 that are scheduled to vest on March 24, 2014; and (b) 19,938 vested options.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ravener Robert D | | | | |
| 100 MISSION RIDGE | | | EVP & Chief People Officer | |

Signatures

/s/ Robert D. Ravener

3/28/2013

—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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