

DOLLAR GENERAL CORP

Reported by
ELLIOTT ANITA C

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/12/11 for the Period Ending 09/08/11

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 -* ELLIOTT ANITA C (Last) (First) (Middle) 100 MISSION RIDGE (Street) GOODLETTSVILLE, TN 37072 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol DOLLAR GENERAL CORP [DG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) SVP & Controller
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">9/8/2011</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	9/8/2011		M		2957	A	\$2.1875	4603	D	
Common Stock	9/8/2011		M		4566	A	\$2.1875	9169	D	
Common Stock	9/8/2011		M		24230	A	\$7.9975	33399	D	
Common Stock	9/8/2011		F		918.0562	D	\$35.00	32480.9438	D	
Common Stock	9/8/2011		F		1417.6004	D	\$35.00	31063.3434	D	
Common Stock	9/8/2011		F		10742.7741	D	\$35.00	20320.5693	D	
Common Stock	9/8/2011		D		0.5693	D	\$35.00	20320	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)	\$2.1875	9/8/2011		M		2957		7/6/2007	3/19/2017	Common Stock	2957	\$0	0	D	
Employee Stock Option (Right to Buy)	\$2.1875	9/8/2011		M		4566		(1)	3/16/2016	Common Stock	4566	\$0	0	D	
Employee Stock Option (Right to Buy)	\$7.9975	9/8/2011		M		24230		(2)	7/6/2017	Common Stock	24230	\$0	157253 (3)	D	

Explanation of Responses:

- (1) The option vested as to 25% on March 16, 2007 and as to 75% on July 6, 2007.
- (2) The option vested as to 22,857 shares on March 20, 2008 and as to 1,373 shares on July 6, 2008.
- (3) The number of securities reported in this column represents (a) 112,912 options that are subject to time-vesting criteria, 90,055 of which are vested and 22,857 of which are scheduled to vest on July 6, 2012, and (b) 68,571 options which vested after the Issuer's satisfaction of certain performance-vesting criteria. The number of securities reported in this column does not include 22,857 options which are scheduled to vest based on the Issuer's satisfaction of certain performance criteria for the fiscal year ending February 3, 2012.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIOTT ANITA C 100 MISSION RIDGE GOODLETTSVILLE, TN 37072			SVP & Controller	

Signatures

/s/ Anita Elliott

9/12/2011

**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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